

KASOWITZ, BENSON, TORRES & FRIEDMAN LLP
1633 Broadway
New York, New York 10019
(212) 506-1700
Eric J. Wallach (EJW-4399)
Joseph A. Piesco, Jr. (JP-1773)

Attorneys for Defendants
The Bromley Companies LLC and
William Haines

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

	X	
	:	ECF CASE
JOSEPHINE A. VITALE,	:	
	:	06 CV 3209
Plaintiff,	:	
	:	(Cote, J.)
vs.	:	
	:	
THE BROMLEY COMPANIES LLC and	:	
WILLIAM HAINES,	:	
	:	
Defendants,	:	
	X	

AFFIDAVIT OF RICHARD SHARKEN IN SUPPORT OF DEFENDANTS'
MOTION TO DISMISS THE COMPLAINT

STATE OF NEW YORK)
 ss.:
COUNTY OF NEW YORK)

RICHARD SHARKEN, being duly sworn, deposes as follows:

1. I am the Chief Financial Officer of The Bromley Companies LLC ("Bromley"), a Defendant in the above-referenced litigation. I have personal knowledge of the facts

recited herein and submit this Affidavit in support of Defendants' Motion to Dismiss Plaintiff, Josephine Vitale's, Complaint.

2. Bromley is a company that provides fee-based administrative services, such as payroll processing, accounting, benefits administration and consulting services to businesses throughout the United States.

3. As Bromley's CFO, I am responsible for, among other things, preparing and filing tax returns, handling accounting issues, overseeing payroll, processing expense reimbursements, maintaining Bromley's books and records and overseeing the general finances of the company. Since 1997, I have worked closely with, and been consulted by, William Haines ("Haines"), Bromley's CEO, on a daily basis regarding the financial affairs of Bromley.

4. One of the entities that Bromley provides services to is Tampa Bay 1, LLC ("TB1"), a company that Haines has an ownership interest in. In or around 1999, TB1 and Bromley entered into an agreement whereby TB1 agreed to pay Bromley for the use of its payroll and benefits services. Limited human resources assistance also was provided by Paige Hall in connection with these services.

5. Upon entering into this agreement, Bromley would physically disburse payroll checks to TB1 employees. TB1, however, provided the funds to pay its employees' salaries and benefits and paid Bromley for providing these services. In fact, in order to properly track and bill these payments, Bromley's payroll system "ear-marked" all TB1 employee salaries with the department code "005000". Ms. Vitale's salary was marked with this TB1 department code.

6. TB1 reported these payroll expenses and deductions on its income statements and annual tax returns. I know this because TB1 engaged Bromley to prepare its taxes on an annual basis. Attached hereto as Exhibits A and B are true and correct copies of TB1's income statements and annual tax returns for fiscal years 2004 and 2005, respectively.

7. Moreover, according to TB1's business records, TB1 (i) maintained its own bank account, in its own name, at Amsouth Bank in Tampa; (ii) owned its own office equipment, which it never shared with Bromley; (iii) contracted with its own vendors for external services; (iv) had its own e-mail addresses and telephone number; (v) handled its own advertising and marketing; (vi) shared no employees with Bromley; (vii) engaged in a completely separate line of business than Bromley (e.g., real estate development); and (viii) shared no common office space with Bromley.

8. Ms. Vitale claims that TB1 and Bromley "shared" office space in New York City and in Tampa. This is not true. TB1's only office is, and always has been, located at 3725 Grace Street, Tampa, Florida. Bromley does not maintain an office in Florida. The building in which TB1 occupies space is owned by Bromley Tampa Investors, Ltd. ("BTI"), not Bromley. Ms. Vitale is well aware of this fact. BTI is an "S Corp." that is organized under the laws of Florida and has no corporate relationship with, or ownership interest in, Bromley or TB1. Attached hereto as Exhibit C is a true and correct copy of BTI's mortgage on the building.

9. I also understand that Ms. Vitale claims I had to "approve" her expenses during her employment with TB1. This statement either is false or deliberately misleading. At all times relevant, Mr. Haines approved Ms. Vitale's expenses in his capacity as Managing Member of TB1 and was the only individual authorized to do so. I simply

processed the payment of TB1 employees' expenses, consistent with my payroll duties and the services agreement between Bromley and TB1.

10. I further note that Ms. Vitale claims that Paige Hall sent her correspondence relating to her benefits. This is true. Ms. Hall is a human resources professional who would provide limited benefits and other advice to TB1 when it had employees. As far as I am aware, she had no authority to hire, fire or make compensation decisions regarding TB1 employees or otherwise affect the terms and conditions of TB1's employees. Ms. Hall's advice was rendered in connection with the services TB1 engaged Bromley to provide.

11. As I previously stated, I have been with Bromley since its inception. As such, I can state categorically that Bromley never employed more than 12 employees who worked 20 or more weeks a year.

12. I understand that Ms. Vitale claims that she was an employee of Bromley. This is not the case. Ms. Vitale was always an employee of TB1.

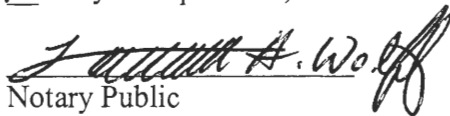
[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

I affirm that the foregoing statements are true and correct and attest to same un
penalty of perjury in accordance with 28 U.S.C. § 1746.

STATE: NEW YORK

COUNTY: NEW YORK

Sworn to before me this
7th day of September, 2006


Notary Public

LAWRENCE H. WOLFF
Notary Public, State of New York
No. 01WO6070603
Qualified in Nassau County
Commission Expires March 4, 2010



RICHARD SHARKEN

EXHIBIT A

Date: 2/4/2005

Tampa Bay 1 LLC

Page:

Income Statement With Budget Comparison

For 1/1/2004 To 12/31/2004

ACCT NUM		CURRENT PERIOD	% INCOME	CURRENT BUDGET	% INCOME	ACTUAL YTD	% INCOME	BUDGET YTD	% INCON
REVENUE									
6103	Rent Income-Comm.	\$161.51	4.40	\$0.00	0.00	\$9,408.02	61.54	\$0.00	0.00
6107	Real Estate Tax Escalation	0.00	0.00	0.00	0.00	2,311.05	15.12	0.00	0.00
6220	Interest Income	0.00	0.00	0.00	0.00	48.00	0.31	0.00	0.00
6410	Miscellaneous Income	0.00	0.00	0.00	0.00	14.70	0.10	0.00	0.00
6413	Other Income	3,506.67	95.60	0.00	0.00	3,506.67	22.94	0.00	0.00
TOTAL REVENUE		3,668.18	100.00	0.00	0.00	15,288.44	100.00	0.00	0.00
EXPENSES									
PAYROLL EXPENSES									
7111	Management Payroll	\$43,033.33	1173.15	\$16,750.00	0.00	\$230,999.96	1510.95	\$201,000.00	0.00
7121	FICA Expense	3,114.33	84.90	791.63	0.00	11,730.96	76.73	9,500.00	0.00
7122	State Unemployment Ins.	60.00	1.64	33.37	0.00	60.00	0.39	400.00	0.00
7123	Workers Comp. Insurance	(8.37)	(0.23)	100.00	0.00	1,550.00	10.14	1,200.00	0.00
7124	Federal Unemployment Ins.	0.00	0.00	16.63	0.00	0.00	0.00	200.00	0.00
7126	Health & welfare	1,972.70	53.78	1,666.63	0.00	22,898.62	149.78	20,000.00	0.00
7130	Temporary Help	0.00	0.00	1,000.00	0.00	20,751.90	135.74	12,000.00	0.00
7136	Group LT Disability	69.42	1.89	0.00	0.00	138.84	0.91	0.00	0.00
TOTAL PAYROLL		\$48,241.41	1315.13	\$20,358.26	0.00	\$288,130.28	1884.63	\$244,300.00	0.00
REPLACEMENT COSTS									
7202	Furniture/Fixture Replacement	(\$286.97)	(7.82)	\$0.00	0.00	\$0.00	0.00	\$0.00	0.00
7204	Flooring/Carpeting Replaceme	(6,422.00)	(175.07)	0.00	0.00	0.00	0.00	0.00	0.00
TOTAL REPLACEMENT COS		(\$6,708.97)	(182.90)	\$0.00	0.00	\$0.00	0.00	\$0.00	0.00
REPAIRS & MAINTENANCE									
7315	Cleaning Supplies	\$0.00	0.00	\$16.63	0.00	\$0.00	0.00	\$200.00	0.00
7317	Hardware	0.00	0.00	125.00	0.00	84.10	0.55	1,500.00	0.00
7318	Glass/Windows	0.00	0.00	0.00	0.00	162.00	1.06	0.00	0.00
7325	Outdoor Landscaping	0.00	0.00	1,000.00	0.00	1,100.00	7.20	12,000.00	0.00
7327	Air Monitoring	0.00	0.00	0.00	0.00	2,307.00	15.09	0.00	0.00
355	Miscellaneous Property	0.00	0.00	133.37	0.00	2,565.96	16.78	1,600.00	0.00
360	Painting & Decorating	0.00	0.00	108.37	0.00	173.34	1.13	1,300.00	0.00
370	Trash Removal	0.00	0.00	41.63	0.00	391.90	2.56	500.00	0.00
380	Floor/Carpeting Repairs	0.00	0.00	0.00	0.00	289.07	1.89	0.00	0.00
381	Alarm Service/Fire Protection	0.00	0.00	25.00	0.00	0.00	0.00	300.00	0.00
390	Auto Expense - R & M	0.00	0.00	0.00	0.00	19.14	0.13	0.00	0.00
TOTAL REPAIRS & MAINT.		\$0.00	0.00	\$1,450.00	0.00	\$7,092.51	46.39	\$17,400.00	0.00
GENERAL & ADMIN EXPENSE									
110	Office Expense-Other	\$373.59	10.19	\$150.00	0.00	\$3,766.14	24.63	\$1,800.00	0.00

Income Statement With Budget Comparison
For 1/1/2004 To 12/31/2004

ACCT NUM		CURRENT PERIOD	% INCOME	CURRENT BUDGET	% INCOME	ACTUAL YTD	% INCOME	BUDGET YTD	% INCOME
7411	Office Supplies.Sta.,Prtn,	578.99	15.78	700.00	0.00	817.60	5.35	8,400.00	0.0
7415	Postage	511.06	13.93	175.00	0.00	5,669.97	37.09	2,100.00	0.0
7427	Svs.Contracts&Office Equip.	165.04	4.50	375.00	0.00	2,842.25	18.59	4,500.00	0.0
7441	Contributions	0.00	0.00	1,000.00	0.00	87,785.30	574.19	46,200.00	0.0
7445	Computer Software	0.00	0.00	0.00	0.00	689.90	4.51	0.00	0.0
7446	E Commerce-Web Developme	0.00	0.00	0.00	0.00	373.20	2.44	0.00	0.0
7447	Network Maintenance	93.90	2.56	133.37	0.00	2,623.12	17.16	1,600.00	0.0
7450	Dues & Subscriptions	(90.10)	(2.46)	350.00	0.00	5,608.98	36.69	4,200.00	0.0
7470	Travel & Lodging	7,124.95	194.24	3,000.00	0.00	51,042.24	333.86	36,000.00	0.0
7471	Meals & Entertainmant	824.80	22.49	1,700.00	0.00	22,849.75	149.46	20,400.00	0.0
7486	Advertising & Promotion	70,149.00	1912.37	10,725.00	0.00	229,090.65	1498.46	128,700.00	0.0
7490	Miscellaneous	20,298.97	553.38	250.00	0.00	21,714.07	142.03	3,000.00	0.0
TOTAL GENERAL & ADMIN		\$100,030.20	2726.97	\$18,558.37	0.00	\$434,873.17	2844.46	\$256,900.00	0.0
OTHER OPERATING									
7502	Permits & Fees	\$0.00	0.00	\$0.00	0.00	\$887.00	5.80	\$0.00	0.0
7504	Professional Fees	(15,597.80)	(425.22)	250.00	0.00	42,707.17	279.34	3,000.00	0.0
7506	Insurance	8,662.30	236.15	666.63	0.00	13,245.67	86.64	8,000.00	0.0
TOTAL OTHER OPERATING		(\$6,935.50)	(189.07)	\$916.63	0.00	\$56,839.84	371.78	\$11,000.00	0.0
UTILITIES									
7620	Water & Sewer	(\$1,994.87)	(54.38)	\$50.00	0.00	(\$1,105.92)	(7.23)	\$600.00	0.0
7630	Electric	0.00	0.00	100.00	0.00	0.00	0.00	1,200.00	0.0
7640	Telephone	673.94	18.37	700.00	0.00	13,084.13	85.58	8,400.00	0.0
7650	TV Cable Service	30.54	0.83	25.00	0.00	376.48	2.46	300.00	0.0
TOTAL UTILITIES		(\$1,290.39)	(35.18)	\$875.00	0.00	\$12,354.69	80.81	\$10,500.00	0.0
FOOD SERVICE									
TOTAL FOOD SERVICE		\$0.00	0.00	\$0.00	0.00	\$0.00	0.00	\$0.00	0.0
TAXES									
7801	Real Estate Tax	(\$5,833.39)	(159.03)	\$10,000.00	0.00	\$87,666.61	573.42	\$120,000.00	0.0
TOTAL TAXES		(\$5,833.39)	(159.03)	\$10,000.00	0.00	\$87,666.61	573.42	\$120,000.00	0.0
FIXED & FINANCIAL									
8140	Mortgage Interest	\$15,546.59	423.82	\$19,416.63	0.00	\$161,266.08	1054.82	\$233,000.00	0.0
8199	Other Interest	192,489.96	5247.56	4,750.00	0.00	401,931.25	2628.99	57,000.00	0.0
TOTAL FIXED & FINANCIAL		\$208,036.55	5671.38	\$24,166.63	0.00	\$563,197.33	3683.81	\$290,000.00	0.0

Income Statement With Budget Comparison
For 1/1/2004 To 12/31/2004

CCT		CURRENT	%	CURRENT	%	ACTUAL	%	BUDGET	%
NUM		PERIOD	INCOME	BUDGET	INCOME	YTD	INCOME	YTD	INCOME
	TOTAL EXP. BEFORE DEP/AMC	335,539.91	9147.31	76,324.89	0.00	1,450,154.43	9485.30	950,100.00	0.0
	P & L BEFORE DEP. / AMORT.	(\$331,871.73)	(9047.31)	(\$76,324.89)	0.00	(\$1,434,865.99)	(9385.30)	(\$950,100.00)	0.0
	DEPRECIATION & AMORT.								
001	Depreciation - Tax	\$849.42	23.16	\$708.37	0.00	\$2,682.79	17.55	\$8,500.00	0.0
97	Amort.-Deferred Finance Cost	491.44	13.40	833.37	0.00	14,055.50	91.94	10,000.00	0.0
	TOTAL DEPREC. & AMORT.	\$1,340.86	36.55	\$1,541.74	0.00	\$16,738.29	109.48	\$18,500.00	0.0
	INCOME/FRANCHISE TAX								
00	State Corp. Taxes	\$0.00	0.00	\$0.00	0.00	\$50.00	0.33	\$0.00	0.0
05	Local Corp. Taxes	0.00	0.00	0.00	0.00	381.74	2.50	0.00	0.0
	TOTAL INCOME TAXES	\$0.00	0.00	\$0.00	0.00	\$431.74	2.82	\$0.00	0.0
	SUSPENSE								
	TOTAL EXPENSES	(\$336,880.77)	(9183.87)	(\$77,866.63)	0.00	(\$1,467,324.48)	(9597.61)	(\$968,600.00)	0.0
	NET PROFIT/(LOSS)	(\$333,212.59)	(9083.87)	(\$77,866.63)	0.00	(\$1,452,036.02)	(9497.61)	(\$968,600.00)	0.0

Department of the Treasury
Internal Revenue ServiceFor calendar year 2004, or tax year beginning 01/01/2004, & ending 12/31/2004
See separate instructions.

2004

A Principal busn. activity REAL ESTATE	Use the IRS label. Otherwise, print or type.	Name of partnership TAMPA BAY 1 LLC	D Employer ID number 59-3591504
B Principal product/service RENTAL		Number, street, and room or suite no. If a P. O. box, see the instructions. C/O BROMLEY COMPANIES 120 5TH AVENUE	E Date business started 08/01/1999
C Business code number 531120		City or town, state, and ZIP code NEW YORK NY 10011	F Total assets (see the instructions) \$ 19,861,787.

- G** Check applicable boxes: (1) ☐ Initial return (2) ☐ Final return (3) ☐ Name change (4) ☐ Address change (5) ☐ Amended return
- H** Check accounting method: (1) ☐ Cash (2) ☒ Accrual (3) ☐ Other (specify) _____
- I** Number of Schedules K-1. Attach one for each person who was a partner at any time during the tax year _____ **4.**

Caution: Include only trade or business income and expenses on lines 1a through 22 below. See the instructions for more information.

1-1000E	1a Gross receipts or sales	1a		
	b Less returns and allowances	1b		1c 0.
	2 Cost of goods sold (Schedule A, line 8)		2	
	3 Gross profit. Subtract line 2 from line 1c		3	
	4 Ordinary income (loss) from other partnerships, estates, and trusts (attach schedule)		4	
	5 Net farm profit (loss) (attach Schedule F (Form 1040))		5	
	6 Net gain (loss) from Form 4797, Part II, line 17		6	
	7 Other income (loss) (attach schedule)		7	
8 Total income (loss). Combine lines 3 through 7		8		0.
01-E-1000-000	9 Salaries and wages (other than to partners) (less employment credits)		9	
	10 Guaranteed payments to partners		10	
	11 Repairs and maintenance		11	
	12 Bad debts		12	
	13 Rent		13	
	14 Taxes and licenses		14	
	15 Interest		15	
	16a Depreciation (if required, attach Form 4562)	16a		
	b Less depreciation reported on Schedule A and elsewhere on return	16b		16c
	17 Depletion (Do not deduct oil and gas depletion.)		17	
	18 Retirement plans, etc		18	
	19 Employee benefit programs		19	
	20 Other deductions (attach schedule)		20	
21 Total deductions. Add the amounts shown in the far right column for lines 9 through 20		21		0.
22 Ordinary business income (loss). Subtract line 21 from line 8		22		0.

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than general partner or limited liability company member) is based on all information of which preparer has any knowledge.

Signature of general partner or limited liability company member

Date

May the IRS discuss this return with the preparer shown below (see inst.)? ☐ Yes ☐ No

Paid Preparer's Use Only

Preparer's signature

Date

Check if self-employed ☐

Preparer's SSN or PTIN

Firm's name (or yours if self-employed), address, & ZIP code

120 5th Ave

EIN

Phone no.

Schedule A Cost of Goods Sold (see the instructions)

1	Inventory at beginning of year	1	
2	Purchases less cost of items withdrawn for personal use	2	
3	Cost of labor	3	
4	Additional section 263A costs (attach schedule)	4	
5	Other costs (attach schedule)	5	
6	Total. Add lines 1 through 5	6	0.
7	Inventory at end of year	7	
8	Cost of goods sold. Subtract line 7 from line 6. Enter here and on page 1, line 2	8	0.

9a Check all methods used for valuing closing inventory:

- (I) ☐ Cost as described in Regulations section 1.471-3
 (II) ☐ Lower of cost or market as described in Regulations section 1.471-4
 (III) ☐ Other (specify method used and attach explanation) ▶

b Check this box if there was a writedown of "subnormal" goods as described in Regulations section 1.471-2(c) ▶ ☐ Yes ☐ No

c Check this box if the LIFO inventory method was adopted this tax year for any goods (if checked, attach Form 970) ▶ ☐ Yes ☐ No

d Do the rules of section 263A (for property produced or acquired for resale) apply to the partnership? ☐ Yes ☐ No

e Was there any change in determining quantities, cost, or valuations between opening and closing inventory? ☐ Yes ☐ No

If "Yes," attach explanation.

Schedule B Other Information

1 What type of entity is filing this return? Check the applicable box:		Yes	No
a <input type="checkbox"/> Domestic general partnership	b <input type="checkbox"/> Domestic limited partnership		
c <input checked="" type="checkbox"/> Domestic limited liability company	d <input type="checkbox"/> Domestic limited liability partnership		
e <input type="checkbox"/> Foreign partnership	f <input type="checkbox"/> Other ▶		
2 Are any partners in this partnership also partnerships?		X	
3 During the partnership's tax year, did the partnership own any interest in another partnership or in any foreign entity that was disregarded as an entity separate from its owner under Regulations sections 301.7701-2 and 301.7701-3? If yes, see instructions for required attachment			X
4 Did the partnership file Form 8883, Election of Partnership Level Tax Treatment, or an election statement under section 6231(a)(1)(B)(ii) for partnership-level tax treatment, that is in effect for this tax year? See Form 8893 for more details			X
5 Does this partnership meet all three of the following requirements?			
a The partnership's total receipts for the tax year were less than \$250,000;			
b The partnership's total assets at the end of the tax year were less than \$600,000; and			
c Schedules K-1 are filed with the return and furnished to the partners on or before the due date (including extensions) for the partnership return.			
If "Yes," the partnership is not required to complete Schedules L, M-1, and M-2; Item F on page 1 of Form 1065; or Item N on Schedule K-1.			X
6 Does this partnership have any foreign partners? If "Yes," the partnership may have to file Forms 8804, 8805 and 8813. See the instructions			X
7 Is this partnership a publicly traded partnership as defined in section 469(k)(2)?			X
8 Has this partnership filed, or is it required to file, Form 8264, Application for Registration of a Tax Shelter?			X
9 At any time during calendar year 2004, did the partnership have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country. ▶			X
10 During the tax year, did the partnership receive a distribution from, or was it the grantor of, or transferor to, a foreign trust? If "Yes," the partnership may have to file Form 3520. See the instructions			X
11 Was there a distribution of property or a transfer (e.g., by sale or death) of a partnership interest during the tax year? If "Yes," you may elect to adjust the basis of the partnership's assets under section 754 by attaching the statement described under Elections Made By the Partnership in the instructions			X
12 Enter the number of Forms 8865, Return of U. S. Persons With Respect to Certain Foreign Partnerships, attached to this return			

Designation of Tax Matters Partner (see the instructions)

Enter below the general partner designated as the tax matters partner (TMP) for the tax year of this return:

Name of designated TMP ▶ WILLIAM L. HAINES Identifying number of TMP ▶ 080-34-2883
 Address of designated TMP ▶ 120 5TH AVENUE
 NEW YORK, N.Y. 10011

Schedule K Partners' Distributive share items

Total amount

- Code E Loss	1	Ordinary business income (loss) (page 1, line 22)	1	
	2	Net rental real estate income (loss) (attach Form 8825)	2	-2,470,629.
	3a	Other gross rental income (loss)	3a	
	b	Expenses from other rental activities (attach statement)	3b	
	c	Other net rental income (loss). Subtract line 3b from line 3a	3c	
	4	Guaranteed payments	4	
	5	Interest income	5	
	6	Dividends: a Ordinary dividends	6a	
	b	Qualified dividends	6b	
	7	Royalties	7	
	8	Net short-term capital gain (loss) (attach Schedule D (Form 1065))	8	
D Deductions	9a	Net long-term capital gain (loss) (attach Schedule D (Form 1065))	9a	
	b	Collectibles (28%) gain (loss)	9b	
	c	Unrecaptured section 1250 gain (attach statement)	9c	
	10	Net section 1231 gain (loss) (attach Form 4797)	10	
	11	Other income (loss) (attach statement)	11	
	12	Section 179 expense deduction (attach Form 4562)	12	
	13a	Contributions	13a	78,170.
	b	Deductions related to portfolio income (attach statement)	13b	
	c	Investment interest expense	13c	
	d	Section 59(e)(2) expenditures: (1) Type ▶ (2) Amount ▶	13d(2)	
	e	Other deductions (attach schedule)	13e	
E Each partner's share of	14a	Net earnings (loss) from self-employment	14a	
	b	Gross farming or fishing income	14b	
	c	Gross nonfarm income	14c	
	15a	Low-income housing credit (section 42(j)(5))	15a	
	b	Low-income housing credit (other)	15b	
	c	Qualified rehabilitation expenditures (rental real estate) (attach Form 3468)	15c	
L Losses	d	Other rental real estate credits	15d	
	e	Other rental credits	15e	
	f	Other credits and credit recapture (attach statement)	15f	
	16a	Name of country or U.S. possession ▶	16b	
	b	Gross income from all sources	16b	
	c	Gross income sourced at partner level	16c	
	d	Foreign gross income sourced at partnership level	16d	
	e	Passive ▶ Listed categories (attach statement) ▶ f General limitation ▶	16f	
	g	Deductions allocated and apportioned at partner level	16g	
	h	Interest expense ▶ Other ▶	16h	
	i	Deductions allocated and apportioned at partnership level to foreign source income	16i	
A AMT	j	Passive ▶ Listed categories (attach statement) ▶ k General limitation ▶	16k	
	l	Foreign taxes: (1) Paid ▶ (2) Accrued ▶	16l(2)	
	m	Reduction in taxes available for credit (attach statement)	16m	
	17a	Post-1986 depreciation adjustment	17a	115.
	b	Adjusted gain or loss	17b	
	c	Depletion (other than oil and gas)	17c	
- Code O Other	d	Oil, gas, and geothermal properties- gross income	17d	
	e	Oil, gas, and geothermal properties- deductions	17e	
	f	Other AMT items (attach statement)	17f	
	18a	Tax-exempt interest income	18a	
	b	Other tax-exempt income	18b	
	c	Nondeductible expenses	18c	
19a	Distributions of cash and marketable securities	19a		
b	Distributions of other property	19b		
20a	Investment income	20a		
b	Investment expenses	20b		
c	Other items and amounts (attach statement)			

Analysis of Net Income (Loss)

1 Net income (loss). Combine Schedule K, lines 1 through 11. From the result, subtract the sum of Schedule K, lines 12 through 13e, 16(1), and 16(2)						1	-2,470,629.
2 Analysis by partner type:		(i) Corporate	(ii) Individual (active)	(iii) Individual (passive)	(iv) Partnership	(v) Exempt organization	(vi) Nominee/Other
a General partners			-2118564.				-352,065.
b Limited partners							

Note: Schedules L, M-1, and M-2 are not required if Question 5 of Schedule B is answered "Yes."

Schedule L Balance Sheets per Books		Beginning of tax year		End of tax year	
Assets		(a)	(b)	(c)	(d)
1	Cash		8,418.		13,311.
2a	Trade notes and accounts receivable	42,224.		58,768.	
b	Less allowance for bad debts		42,224.		58,768.
3	Inventories				
4	U.S. government obligations				
5	Tax-exempt securities				
6	Other current assets (attach statement)		49,516.		41,306.
7	Mortgage and real estate loans				
8	Other investments (attach statement)				
9a	Buildings and other depreciable assets	8,904.		17,033.	
b	Less accumulated depreciation	6,252.	2,652.	8,935.	8,098.
10a	Depletable assets				
b	Less accumulated depletion				
11	Land (net of any amortization)		9,979,847.		9,979,847.
12a	Intangible assets (amortizable only)	52,332.		50,855.	
b	Less accumulated amortization		52,332.		50,855.
13	Other assets (attach statement)		9,584,245.		9,709,602.
14	Total assets		19,719,234.		19,861,787.
Liabilities and Capital					
15	Accounts payable		39,098.		109,147.
16	Mortgages, notes, bonds payable in less than 1 year		5,396,542.		4,946,542.
17	Other current liabilities (attach statement)		16,325,682.		18,300,222.
18	All nonrecourse loans				
19	Mortgages, notes, bonds payable in 1 year or more				
20	Other liabilities (attach statement)				
21	Partners' capital accounts		-2,042,088.		-3,494,124.
22	Total liabilities and capital		19,719,234.		19,861,787.

Schedule M-1 Reconciliation of Income (Loss) per Books With Income (Loss) per Return

1	Net income (loss) per books	-1,452,036.	6	Income recorded on books this year not included on Schedule K, lines 1 through 11 (itemize):	
2	Income included on Schedule K, lines 1, 2, 3c, 5, 6a, 7, 8, 9a, 10, and 11, not recorded on books this year (itemize):		a	Tax-exempt int. \$	
3	Guaranteed payments (other than health insurance)		7	Deductions included on Schedule K, lines 1 through 13a, 16(1), and 16(2), not charged against book income this year (itemize):	
4	Expenses recorded on books this year not included on Schedule K, lines 1 through 13e, 16(1), and 16(2) (itemize):		a	Depr. \$	
a	Depreciation \$		COSTS NO LO		
b	Travel and entertainment \$	11,425.	NGER OF VAL		
					1,108,183.
		11,425.	8	Add lines 6 and 7	1,108,183.
5	Add lines 1 through 4	-1,440,611.	9	Income (loss) (Analysis of Net Income (Loss), line 1). Subtract line 8 from line 5	-2,548,794.

Schedule M-2 Analysis of Partners' Capital Accounts

1	Balance at beginning of year	-2,042,088.	6	Distributions: a Cash	
2	Capital contributed: a Cash		b	Property	
	b Property		7	Other decreases (itemize):	
3	Net income (loss) per books	-1,452,036.			
4	Other increases (itemize):		8	Add lines 6 and 7	0.
5	Add lines 1 through 4	-3,494,124.	9	Balance at end of year. Subtract line 8 from line 5	-3,494,124.

Department of the Treasury
Internal Revenue ServiceRental Real Estate Income and Expenses of a
Partnership or an S Corporation

See instructions.

Attach to Form 1065, Form 1065-B, or Form 1120S.

2004

Name

TAMPA BAY 1 LLC

Employer identification no.

59-3591504

1 Show the kind and location of each property. See page 2 for additional properties.

A BUILDINGS-WAREHOUSES TAMPA FLORIDA

B

C

D

		Properties			
		A	B	C	D
Rental Real Estate Income					
2 Gross rents	2	15,240.			
Rental Real Estate Expenses					
3 Advertising	3	229,091.			
4 Auto and travel	4				
5 Cleaning and maintenance	5				
6 Commissions	6				
7 Insurance	7	13,246.			
8 Legal and other professional fees	8	642,366.			
9 Interest	9	563,149.			
10 Repairs	10	7,093.			
11 Taxes	11	99,830.			
12 Utilities	12	12,355.			
13 Wages and salaries	13	231,000.			
14 Depreciation (see instructions)	14	2,683.			
15 Other (list) ▶ SCH ATT		685,056.			
	15				
16 Total expenses for each property. Add lines 3 through 15	16	2,485,869.	0.	0.	0.
17 Total gross rents. Add gross rents from line 2, columns A through H	17	15,240.			
18 Total expenses. Add total expenses from line 16, columns A through H	18	(2,485,869)			
19 Net gain (loss) from Form 4797, Part II, line 18, from the disposition of property from rental real estate activities	19				
20a Net income (loss) from rental real estate activities from partnerships, estates, and trusts in which this partnership or S corporation is a partner or beneficiary (from Schedule K-1)	20a				
b Identify below the partnerships, estates, or trusts from which net income (loss) is shown on line 20a. Attach a schedule if more space is needed:					
(1) Name	(2) Employer identification number				
21 Net income (loss) from rental real estate activities. Combine lines 17 through 20a. Enter the result here and on:	21	-2,470,629.			
• Form 1065 or 1120S: Schedule K, line 2, or					
• Form 1065-B: Part I, line 4					

Form **4562****Depreciation and Amortization**

OMB No. 1545-0172

(Including Information on Listed Property)**2004**Department of the Treasury
Internal Revenue Service

▶ See separate instructions.

▶ Attach to your tax return.

Attachment
Sequence No. **67**

Name(s) shown on return

Business or activity to which this form relates

Identifying number

TAMPA BAY 1 LLC

59-3591504

Part I Election To Expense Certain Property Under Section 179

Note: If you have any listed property, complete Part V before you complete Part I.

1 Maximum amount. See page 2 of the instructions for a higher limit for certain businesses	1	\$102,000
2 Total cost of section 179 property placed in service (see page 3 of the instructions)	2	8,129.
3 Threshold cost of section 179 property before reduction in limitation	3	\$410,000
4 Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter -0-	4	
5 Dollar limitation for tax year. Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see page 3 of the instructions	5	102,000.
(a) Description of property	(b) Cost (business use only)	(c) Elected cost
6		
7 Listed property. Enter amount from line 29	7	
8 Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7	8	
9 Tentative deduction. Enter the smaller of line 5 or line 8	9	
10 Carryover of disallowed deduction from line 13 of your 2003 Form 4562	10	
11 Business income limitation. Enter the smaller of business income (not less than zero) or line 5 (see instructions)	11	
12 Section 179 expense deduction. Add lines 9 and 10, but do not enter more than line 11	12	0.
13 Carryover of disallowed deduction to 2005. Add lines 9 and 10, less line 12	13	

Note: Do not use Part II or Part III below for listed property. Instead, use Part V.

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property.)

14 Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see page 3 of the instructions)	14	
15 Property subject to section 168(f)(1) election (see page 4 of the instructions)	15	
16 Other depreciation (including ACRS) (see page 4 of the instructions)	16	

Part III MACRS Depreciation (Do not include listed property.) (See page 5 of the instructions)**Section A**

17 MACRS deductions for assets placed in service in tax years beginning before 2004	17	1,155.
18 If you are electing under section 168(f)(4) to group any assets placed in service during the tax year into one or more general asset accounts, check here <input type="checkbox"/>		

Section B — Assets Placed In Service During 2004 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only — see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property		6,422.	5	HY	200 DB	1,284.
c 7-year property		1,707.	7	HY	200 DB	244.
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs.		SL	
h Residential rental property			27.5 yrs.	MM	SL	
i Nonresidential real property			27.5 yrs.	MM	SL	
			39 yrs.	MM	SL	
				MM	SL	

Section C — Assets Placed In Service During 2004 Tax Year Using the Alternative Depreciation System

20a Class life					SL	
b 12-year			12 yrs.		SL	
c 40-year			40 yrs.	MM	SL	

Part IV Summary. (See page 7 of the instructions.)

21 Listed property. Enter amount from line 28	21	
22 Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnership and S corporations — see instructions	22	2,683.
23 For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

Name : TAMPA BAY 1 LLC ID # 59-3591504
 Attachment to Other Expenses

Write-off of Costs of Unexecuted Leases	50,027.
Temporary Help	20,752.
Travel & Lodging	51,042.
Dues & Subscriptions	5,609.
Meals and Entertainment (less 50% non-deductible)	11,425.
Permits and Fees	887.
Write-off of Abandoned Architectural Designs	458,500.
Miscellaneous	21,714.
Amortization Deferred Finance Costs	14,056.
SUI	60.
Health and Welfare	23,037.
Worker's Compensation	1,550.
General and Administrative	26,397.
Total	685,056.

Name : TAMPA BAY 1 LLC ID # 59-3591504
 Attachment to TAXES

Real Estate Taxes	87,667.
FICA Expenses	11,731.
State of Florida LLC Tax	432.
Total	99,830.

SCHEDULE K-1
(Form 1065)

Department of the Treasury
Internal Revenue Service

Case 1:06-cv-03209-DLC Document 30 Filed 09/08/06 Page 17 of 49

2004

Final K-1

Amended K-1

OMB No. 1545-0099

Tax year beginning 01/01/, 2004
and ending 12/31/, 20 04

Partner's Share of Income, Deductions, Credits, etc.
▶ See back of form and separate instructions.

Part I Information About the Partnership

A Partnership's employer identification number
59-3591504

B Partnership's name, address, city, state, and ZIP code
TAMPA BAY 1 LLC
C/O BROMLEY COMPANIES 120 5TH AVENUE
NEW YORK NY 10011

C IRS Center where partnership filed return
ATLANTA

D ☐ Check if this is a publicly traded partnership (PTP)

E ☐ Tax shelter registration number, if any _____

F ☐ Check if Form 8271 is attached

Part II Information About the Partner

G Partner's identifying number
080-34-2883 #1

H Partner's name, address, city, state, and ZIP code
WILLIAM L HAINES
1120 FIFTH AVENUE

NEW YORK NY 10128

I ☐ General partner or LLC member-manager ☐ Limited partner or other LLC member

J ☒ Domestic partner ☐ Foreign partner

K What type of entity is this partner? Active Ind

L Partner's share of profit, loss, and capital:

	Beginning		Ending	
Profit	%		80.75	%
Loss	%		80.75	%
Capital	%		80.75	%

M Partner's share of liabilities at year end:

Nonrecourse \$ _____

Qualified nonrecourse financing \$ 18,771,762.

Recourse \$ _____

N Partner's capital account analysis:

Beginning capital account \$ -1,192,678.

Capital contributed during the year \$ _____

Current year increase (decrease) \$ -1,172,519.

Withdrawals & distributions \$ (_____)

Ending capital account \$ -2,365,197.

☐ Tax basis ☐ GAAP ☐ Section 704(b) book
☐ Other (explain) _____

Part III Partner's Share of Current Year Income, Deductions, Credits, and Other Items

1 Ordinary business income (loss)	15 Credits & credit recapture
2 Net rental real estate income (loss) <u>-1,995,033.</u>	
3 Other net rental income (loss)	16 Foreign transactions
4 Guaranteed payments	
5 Interest income	
6a Ordinary dividends	
6b Qualified dividends	
7 Royalties	
8 Net short-term capital gain (loss)	
9a Net long-term capital gain (loss)	17 Alternative minimum tax (AMT) items
9b Collectibles (28%) gain (loss)	A <u>93.</u>
9c Unrecaptured section 1250 gain	
10 Net section 1231 gain (loss)	18 Tax-exempt income and nondeductible expenses
11 Other income (loss)	
12 Section 179 deduction	19 Distributions
13 Other deductions	
A <u>63,122.</u>	20 Other information
14 Self-employment earnings (loss)	

***See attached statement for additional information.**

For
IRS
Use
Only

Line 1 Ordinary business income (loss).

Passive loss
 Passive income
 Nonpassive loss
 Nonpassive income

Line 11 Other income (loss)

A Other portfolio income (loss)
B Involuntary conversions
C Sec. 1256 contracts & straddles
D Mining exploration costs recapture
E Cancellation of debt
F Other income (loss)

Line 13 Other deductions

A Cash contributions (50%) 63,122.
B Cash contributions (30%)
C Noncash contributions (50%)
D Noncash contributions (30%)
E Capital gain property to a 50% organization (30%)
F Capital gain property (20%)
G Deductions—portfolio (2% floor)
H Deductions—portfolio (other)
I Investment interest expense
J Deductions—royalty income
K Section 59(e)(2) expenditures
L Amounts paid for medical insurance
M Educational assistance benefits
N Dependent care benefits
O Preproductive period expenses
P Commercial revitalization deduction from rental real estate activities
Q Penalty on early withdrawal of savings
R Pensions and IRAs
S Reforestation expense deduction
T Other deductions

Line 14 Self-employment earnings (loss)

A Net earnings (loss) from self-employment
B Gross farming or fishing income
C Gross non-farm income

Line 15 Credits & credit recapture

A Low-income housing credit (section 42(j)(5))
B Low-income housing credit (other)
C Qualified rehabilitation expenditures (rental real estate)
D Qualified rehabilitation expenditures (other than rental real estate)
E Basis of energy property
F Qualified timber property
G Other rental real estate credits
H Other rental credits
I Undistributed capital gains credit
J Work opportunity credit
K Welfare-to-work credit
L Disabled access credit
M Empowerment zone and renewal community employment credit
N New York Liberty Zone business employee credit
O New markets credit

P Credit for employer social security and Medicare taxes

Q Backup withholding

R Recapture of low-income housing credit (section 42(j)(5))

S Recapture of low-income housing credit (other)

T Recapture of investment credit

U Other credits

V Recapture of other credits

Line 16 Foreign transactions

A Name of country or U.S. possession

B Gross income from all sources

C Gross income sourced at partner level

D Passive

E Listed categories

F General limitation

G Interest expense

H Other

I Passive

J Listed categories

K General limitation

L Total foreign taxes paid

M Total foreign taxes accrued

N Reduction in taxes available for credit

O Foreign trading gross receipts

P Extraterritorial income exclusion

Q Other foreign transactions

Line 17 Alternative minimum tax (AMT) items

A Post-1986 depreciation adjustment 93.

B Adjusted gain or loss

C Depletion (other than oil & gas)

D Oil, gas, & geothermal—gross income

E Oil, gas, & geothermal—deductions

F Other AMT items

Line 18 Tax-exempt income and non deductible expenses

A Tax-exempt interest income

B Other tax-exempt income

C Nondeductible expenses

Line 19 Distributions

A Cash and marketable securities

B Other property

Line 20 Other information

A Investment income

B Investment expenses

C Fuel tax credit information

D Look-back interest—completed long-term contracts

E Look-back interest—income forecast method

F Dispositions of property with section 179 deductions

G Recapture of section 179 deduction

H Special basis adjustments

I Section 453(f)(3) information

J Section 453A(c) information

K Section 1260(b) information

L Interest allocable to production expenditures

M CCF nonqualified withdrawals

N Information needed to figure depletion—oil and gas

O Amortization of reforestation costs

P Unrelated business taxable income

Q Other information

SCHEDULE K-1
(Form 1065)

Department of the Treasury
Internal Revenue Service

Case 1:06-cv-03209-DLG Document 30 Filed 09/08/06 Page 19 of 49

2004

Final K-1

Amended K-1

OMB No. 1545-0099

Tax year beginning 01/01/, 2004
and ending 12/31/, 2004

Partner's Share of Income, Deductions, Credits, etc. ▶ See back of form and separate instructions.

Part III Partner's Share of Current Year Income, Deductions, Credits, and Other Items

1 Ordinary business income (loss)	15 Credits & credit recapture
2 Net rental real estate income (loss) -352,065.	
3 Other net rental income (loss)	16 Foreign transactions
4 Guaranteed payments	
5 Interest income	
6a Ordinary dividends	
6b Qualified dividends	
7 Royalties	
8 Net short-term capital gain (loss)	
9a Net long-term capital gain (loss)	17 Alternative minimum tax (AMT) items
9b Collectibles (28%) gain (loss)	A 16.
9c Unrecaptured section 1250 gain	
10 Net section 1231 gain (loss)	18 Tax-exempt income and nondeductible expenses
11 Other income (loss)	
	19 Distributions
12 Section 179 deduction	
13 Other deductions	20 Other information
A 11,139.	
14 Self-employment earnings (loss)	

Part I Information About the Partnership

A Partnership's employer identification number
59-3591504

B Partnership's name, address, city, state, and ZIP code
TAMPA BAY 1 LLC
C/O BROMLEY COMPANIES 120 5TH AVENUE
NEW YORK NY 10011

C IRS Center where partnership filed return
ATLANTA

D ☐ Check if this is a publicly traded partnership (PTP)

E ☐ Tax shelter registration number, if any

F ☐ Check if Form 8271 is attached

Part II Information About the Partner

G Partner's identifying number
#3

H Partner's name, address, city, state, and ZIP code
THE HAINES ORGANIZATION LLC
C/O BROMLEY COMPANIES
120 FIFTH AVENUE
NEW YORK NY 10011

I ☐ General partner or LLC member-manager ☐ Limited partner or other LLC member

J ☒ Domestic partner ☐ Foreign partner

K What type of entity is this partner? Other

L Partner's share of profit, loss, and capital:

	Beginning		Ending	
Profit	%	14.25	%	
Loss	%	14.25	%	
Capital	%	14.25	%	

M Partner's share of liabilities at year end:

Nonrecourse \$

Qualified nonrecourse financing \$ 3,312,664.

Recourse \$

N Partner's capital account analysis:

Beginning capital account \$ -628,784.

Capital contributed during the year \$

Current year increase (decrease) \$ -206,915.

Withdrawals & distributions \$ ()

Ending capital account \$ -835,699.

☐ Tax basis ☐ GAAP ☐ Section 704(b) book

☐ Other (explain)

***See attached statement for additional information.**

For
IRS
Use
Only

Line 1 Ordinary business income (loss). Passive loss _____ Passive income _____ Nonpassive loss _____ Nonpassive income _____	P Credit for employer social security and Medicare taxes _____ Q Backup withholding _____ R Recapture of low-income housing credit (section 42(j)(5)) _____ S Recapture of low-income housing credit (other) _____ T Recapture of investment credit _____ U Other credits _____ V Recapture of other credits _____
Line 11 Other income (loss) A Other portfolio income (loss) _____ B Involuntary conversions _____ C Sec. 1256 contracts & straddles _____ D Mining exploration costs recapture _____ E Cancellation of debt _____ F Other income (loss) _____	Line 16 Foreign transactions A Name of country or U.S. possession _____ B Gross income from all sources _____ C Gross income sourced at partner level _____ D Passive _____ E Listed categories _____ F General limitation _____ G Interest expense _____ H Other _____ I Passive _____ J Listed categories _____ K General limitation _____ L Total foreign taxes paid _____ M Total foreign taxes accrued _____ N Reduction in taxes available for credit _____ O Foreign trading gross receipts _____ P Extraterritorial income exclusion _____ Q Other foreign transactions _____
Line 13 Other deductions A Cash contributions (50%) _____ 11,139. B Cash contributions (30%) _____ C Noncash contributions (50%) _____ D Noncash contributions (30%) _____ E Capital gain property to a 50% organization (30%) _____ F Capital gain property (20%) _____ G Deductions--portfolio (2% floor) _____ H Deductions--portfolio (other) _____ I Investment interest expense _____ J Deductions--royalty income _____ K Section 59(e)(2) expenditures _____ L Amounts paid for medical insurance _____ M Educational assistance benefits _____ N Dependent care benefits _____ O Preproductive period expenses _____ P Commercial revitalization deduction from rental real estate activities _____ Q Penalty on early withdrawal of savings _____ R Pensions and IRAs _____ S Reforestation expense deduction _____ T Other deductions _____	Line 17 Alternative minimum tax (AMT) items A Post-1986 depreciation adjustment _____ 16. B Adjusted gain or loss _____ C Depletion (other than oil & gas) _____ D Oil, gas, & geothermal--gross income _____ E Oil, gas, & geothermal--deductions _____ F Other AMT items _____
Line 14 Self-employment earnings (loss) A Net earnings (loss) from self-employment _____ B Gross farming or fishing income _____ C Gross non-farm income _____	Line 18 Tax-exempt income and non deductible expenses A Tax-exempt interest income _____ B Other tax-exempt income _____ C Nondeductible expenses _____
Line 15 Credits & credit recapture A Low-income housing credit (section 42(j)(3)) _____ B Low-income housing credit (other) _____ C Qualified rehabilitation expenditures (rental real estate) _____ D Qualified rehabilitation expenditures (other than rental real estate) _____ E Basis of energy property _____ F Qualified timber property _____ G Other rental real estate credits _____ H Other rental credits _____ I Undistributed capital gains credit _____ J Work opportunity credit _____ K Welfare-to-work credit _____ L Disabled access credit _____ M Empowerment zone and renewal community employment credit _____ N New York Liberty Zone business employee credit _____ O New markets credit _____	Line 19 Distributions A Cash and marketable securities _____ B Other property _____
	Line 20 Other information A Investment income _____ B Investment expenses _____ C Fuel tax credit information _____ D Look-back interest--completed long-term contracts _____ E Look-back interest--income forecast method _____ F Dispositions of property with section 179 deductions _____ G Recapture of section 179 deduction _____ H Special basis adjustments _____ I Section 453(l)(3) information _____ J Section 453A(c) information _____ K Section 1260(b) information _____ L Interest allocable to production expenditures _____ M CCF nonqualified withdrawals _____ N Information needed to figure depletion--oil and gas _____ O Amortization of reforestation costs _____ P Unrelated business taxable income _____ Q Other information _____

Line 1 Ordinary business income (loss).

Passive loss
 Passive income
 Nonpassive loss
 Nonpassive income

Line 11 Other income (loss)

A Other portfolio income (loss)
B Involuntary conversions
C Sec. 1256 contracts & straddles
D Mining exploration costs recapture
E Cancellation of debt
F Other income (loss)

Line 13 Other deductions

A Cash contributions (50%) 3,908.
B Cash contributions (30%)
C Noncash contributions (50%)
D Noncash contributions (30%)
E Capital gain property to a 50% organization (30%)
F Capital gain property (20%)
G Deductions—portfolio (2% floor)
H Deductions—portfolio (other)
I Investment interest expense
J Deductions—royalty income
K Section 59(e)(2) expenditures
L Amounts paid for medical insurance
M Educational assistance benefits
N Dependent care benefits
O Preproductive period expenses
P Commercial revitalization deduction from rental real estate activities
Q Penalty on early withdrawal of savings
R Pensions and IRAs
S Reforestation expense deduction
T Other deductions

Line 14 Self-employment earnings (loss)

A Net earnings (loss) from self-employment
B Gross farming or fishing income
C Gross non-farm income

Line 15 Credits & credit recapture

A Low-income housing credit (section 42(j)(5))
B Low-income housing credit (other)
C Qualified rehabilitation expenditures (rental real estate)
D Qualified rehabilitation expenditures (other than rental real estate)
E Basis of energy property
F Qualified timber property
G Other rental real estate credits
H Other rental credits
I Undistributed capital gains credit
J Work opportunity credit
K Welfare-to-work credit
L Disabled access credit
M Empowerment zone and renewal community employment credit
N New York Liberty Zone business employee credit
O New markets credit

P Credit for employer social security and Medicare taxes
Q Backup withholding
R Recapture of low-income housing credit (section 42(j)(5))
S Recapture of low-income housing credit (other)
T Recapture of investment credit
U Other credits
V Recapture of other credits

Line 16 Foreign transactions

A Name of country or U.S. possession
B Gross income from all sources
C Gross income sourced at partner level
D Passive
E Listed categories
F General limitation
G Interest expense
H Other
I Passive
J Listed categories
K General limitation
L Total foreign taxes paid
M Total foreign taxes accrued
N Reduction in taxes available for credit
O Foreign trading gross receipts
P Extraterritorial income exclusion
Q Other foreign transactions

Line 17 Alternative minimum tax (AMT) items

A Post-1986 depreciation adjustment 6.
B Adjusted gain or loss
C Depletion (other than oil & gas)
D Oil, gas, & geothermal—gross income
E Oil, gas, & geothermal—deductions
F Other AMT items

Line 18 Tax-exempt income and non deductible expenses

A Tax-exempt interest income
B Other tax-exempt income
C Nondeductible expenses

Line 19 Distributions

A Cash and marketable securities
B Other property

Line 20 Other information

A Investment income
B Investment expenses
C Fuel tax credit information
D Look-back interest—completed long-term contracts
E Look-back interest—income forecast method
F Dispositions of property with section 179 deductions
G Recapture of section 179 deduction
H Special basis adjustments
I Section 453(f)(3) information
J Section 453A(c) information
K Section 1260(b) information
L Interest allocable to production expenditures
M CCF nonqualified withdrawals
N Information needed to figure depletion—oil and gas
O Amortization of reforestation costs
P Unrelated business taxable income
Q Other information

SCHEDULE K-1
(Form 1065)

Department of the Treasury
Internal Revenue Service

Tax year beginning 01/01/, 2004
and ending 12/31/, 20 04

Partner's Share of Income, Deductions, Credits, etc. ▶ See back of form and separate instructions.

Part I Information About the Partnership

A Partnership's employer identification number

59-3591504

B Partnership's name, address, city, state, and ZIP code

TAMPA BAY 1 LLC

C/O BROMLEY COMPANIES 120 5TH AVENUE
NEW YORK NY 10011

C IRS Center where partnership filed return

ATLANTA

D ☐ Check if this is a publicly traded partnership (PTP)

E ☐ Tax shelter registration number, if any

F ☐ Check if Form 8271 is attached

Part II Information About the Partner

G Partner's identifying number

080-30-9381

#2

H Partner's name, address, city, state, and ZIP code

RICHARD SHARKEN

5 EAST 53RD STREET

BRANT BEACH

NJ 08008

I ☐ General partner or LLC member-manager

☐ Limited partner or other LLC member

J ☒ Domestic partner

☐ Foreign partner

K What type of entity is this partner? Active Ind

L Partner's share of profit, loss, and capital:

	Beginning	%	Ending	%
Profit	5.00	%		
Loss	5.00	%		
Capital	5.00	%		

M Partner's share of liabilities at year end:

Nonrecourse	\$	
Qualified nonrecourse financing	\$	1,162,338.
Recourse	\$	

N Partner's capital account analysis:

Beginning capital account	\$	-220,626.
Capital contributed during the year	\$	
Current year increase (decrease)	\$	-72,602.
Withdrawals & distributions	\$	()
Ending capital account	\$	-293,228.

☐ Tax basis ☐ GAAP ☐ Section 704(b) book
☐ Other (explain)

Final K-1

Amended K-1

OMB No. 1545-0099

Part III Partner's Share of Current Year Income, Deductions, Credits, and Other Items

1 Ordinary business income (loss) **15** Credits & credit recapture

2 Net rental real estate income (loss)
-123,531.

3 Other net rental income (loss)

16 Foreign transactions

4 Guaranteed payments

5 Interest income

6a Ordinary dividends

6b Qualified dividends

7 Royalties

8 Net short-term capital gain (loss)

9a Net long-term capital gain (loss)

17 Alternative minimum tax (AMT) items

9b Collectibles (28%) gain (loss)

A

6.

9c Unrecaptured section 1250 gain

10 Net section 1231 gain (loss)

18 Tax-exempt income and nondeductible expenses

11 Other income (loss)

12 Section 179 deduction

19 Distributions

13 Other deductions

20 Other information

A 3,908.

14 Self-employment earnings (loss)

***See attached statement for additional information.**

For
IRS
Use
Only

EXHIBIT B

Date: 2/8/2006

Tampa Bay 1 LLC

Page: 1

Income Statement With Budget Comparison

For 1/1/2005 To 12/31/2005

ACCT NUM		CURRENT PERIOD	% INCOME	CURRENT BUDGET	% INCOME	ACTUAL YTD	% INCOME	BUDGET YTD	% INCOME
REVENUE									
6103	Rent Income-Comm.	(\$3,000.00)	(372.55)	\$4,500.00	100.00	\$8,000.00 ✓	70.11	\$54,000.00	100.00
6410	Miscellaneous Income	3,805.26	472.55	0.00	0.00	3,836.76 ✓	29.89	0.00	0.00
	TOTAL REVENUE	805.26	100.00	4,500.00	100.00	12,836.76 ✓	100.00	54,000.00	100.00
EXPENSES									
PAYROLL EXPENSES									
7111	Management Payroll	\$84,744.39	10523.85	\$19,916.63	442.59	\$299,359.39 ✓	2332.05	\$239,000.00	442.59
7121	FICA Expense	0.00	0.00	958.37	21.30	9,778.00 ✓	76.17	11,500.00	21.30
7122	State Unemployment Ins.	0.01	0.00	0.00	0.00	322.97 ✓	2.52	0.00	0.00
7123	Workers Comp. Insurance	(58.37)	(7.25)	133.37	2.98	1,500.00 ✓	11.89	1,600.00	2.98
7126	Health & welfare	565.71	70.25	2,000.00	44.44	18,693.66 ✓	145.63	24,000.00	44.44
7130	Temporary Help	0.00	0.00	0.00	0.00	705.50 ✓	5.50	0.00	0.00
7136	Group LT Disability	0.00	0.00	0.00	0.00	555.36 ✓	4.33	0.00	0.00
	TOTAL PAYROLL	\$85,251.74	10588.86	\$23,008.37	511.30	\$330,914.88	2577.87	\$276,100.00	511.30
REPLACEMENT COSTS									
7202	Furniture/Fixture Replacement	(\$1,324.68)	(164.50)	\$0.00	0.00	\$0.00	0.00	\$0.00	0.00
	TOTAL REPLACEMENT COS	(\$1,324.68)	(164.50)	\$0.00	0.00	\$0.00	0.00	\$0.00	0.00
REPAIRS & MAINTENANCE									
7317	Hardware	\$0.00	0.00	\$8.37	0.19	\$0.00	0.00	\$100.00	0.19
7318	Glass/Windows	0.00	0.00	16.63	0.37	0.00	0.00	200.00	0.37
7321	HVAC Maint. & Repairs	0.00	0.00	83.37	1.85	0.00	0.00	1,000.00	1.85
7325	Outdoor Landscaping	0.00	0.00	183.37	4.08	1,325.00 ✓	10.32	2,200.00	4.07
7327	Air Monitoring	0.00	0.00	0.00	0.00	(0.53) ✓	0.00	0.00	0.00
7355	Miscellaneous Property	158.19	19.65	233.37	5.19	1,997.69 ✓	15.56	2,800.00	5.19
7370	Trash Removal	(627.79)	(77.96)	41.63	0.93	0.00	0.00	500.00	0.93
	TOTAL REPAIRS & MAINT.	(\$469.60)	(58.32)	\$566.74	12.59	\$3,322.16 ✓	25.88	\$6,800.00	12.59
GENERAL & ADMIN EXPENSE									
7410	Office Expense-Other	\$14.97	1.86	\$191.63	4.26	\$1,616.14 ✓	12.59	\$2,300.00	4.26
7411	Office Supplies, Sta., Prtng.	253.00	31.42	158.37	3.52	2,066.08 ✓	16.10	1,900.00	3.52
7415	Postage	562.47	69.85	183.37	4.08	4,247.70 ✓	33.09	2,200.00	4.07
7427	Svs. Contracts & Office Equip.	177.34	22.02	175.00	3.89	2,670.76 ✓	20.81	2,100.00	3.89
7441	Contributions	4,228.00	525.05	7,341.63	163.15	47,748.00 ✓	371.96	88,100.00	163.15
7445	Computer Software	0.00	0.00	16.63	0.37	0.00	0.00	200.00	0.37
7446	E Commerce-Web Developme	0.00	0.00	0.00	0.00	7,756.25 ✓	60.44	0.00	0.00
7447	Network Maintenance	0.00	0.00	50.00	1.11	151.95 ✓	1.18	600.00	1.11
7450	Dues & Subscriptions	(6,560.00)	(814.64)	341.63	7.59	5,100.95 ✓	39.74	4,100.00	7.59
7470	Travel & Lodging	3,987.60	495.19	3,000.00	66.67	41,562.36 ✓	323.78	36,000.00	66.67

Date: 2/8/2006

Tampa Bay 1 LLC
Income Statement With Budget Comparison
For 1/1/2005 To 12/31/2005

Page: 2

ACCT NUM		CURRENT PERIOD	% INCOME	CURRENT BUDGET	% INCOME	ACTUAL YTD	% INCOME	BUDGET YTD	% INCOME
7471	Meals & Entertainmant	(643.47)	(79.91)	1,691.63	37.59	12,626.12	98.36	20,300.00	37.59
7486	Advertising & Promotion	12,000.00	1490.20	21,083.37	468.52	129,290.90	1007.19	253,000.00	468.52
7490	Miscellaneous	4,978.23	618.21	250.00	5.56	16,320.83	127.14	3,000.00	5.56
TOTAL GENERAL & ADMIN		\$18,998.14	2359.26	\$34,483.26	766.30	\$271,160.02	2112.37	\$413,800.00	766.30
OTHER OPERATING									
7502	Permits & Fees	\$0.00	0.00	\$93.37	1.85	\$660.00	5.14	\$1,000.00	1.85
7504	Professional Fees	21,515.52	2671.87	0.00	0.00	92,867.10	723.45	17,800.00	32.96
7506	Insurance	7,256.51	901.14	416.63	9.26	12,023.14	93.66	5,000.00	9.26
TOTAL OTHER OPERATING		\$28,772.03	3573.01	\$500.00	11.11	\$105,550.24	822.25	\$23,800.00	44.07
UTILITIES									
7620	Water & Sewer	(\$1,474.81)	(183.15)	\$50.00	1.11	\$488.31	3.80	\$600.00	1.11
7630	Electric	0.00	0.00	100.00	2.22	0.00	0.00	1,200.00	2.22
7640	Telephone	596.89	74.12	725.00	16.11	9,754.43	75.99	8,700.00	16.11
7650	TV Cable Service	0.00	0.00	33.37	0.74	235.72	1.84	400.00	0.74
TOTAL UTILITIES		(\$877.92)	(109.02)	\$908.37	20.19	\$10,478.46	81.63	\$10,900.00	20.19
FOOD SERVICE									
TOTAL FOOD SERVICE		\$0.00	0.00	\$0.00	0.00	\$0.00	0.00	\$0.00	0.00
TAXES									
7801	Real Estate Tax	\$10,602.13	1316.61	\$9,750.00	216.67	\$108,599.76	846.01	\$117,000.00	216.67
TOTAL TAXES		\$10,602.13	1316.61	\$9,750.00	216.67	\$108,599.76	846.01	\$117,000.00	216.67
FIXED & FINANCIAL									
8140	Mortgage Interest	\$23,836.79	2935.30	\$22,333.37	496.30	\$236,026.99	1638.68	\$268,000.00	496.30
8150	Loan Interest	(5,446.70)	(676.39)	0.00	0.00	1,343.32	10.47	0.00	0.00
8199	Other Interest	392,184.19	48702.80	42,833.37	951.85	732,890.33	5709.31	514,000.00	951.85
TOTAL FIXED & FINANCIAL		\$410,374.28	50961.71	\$65,166.74	1448.15	\$970,260.64	7558.45	\$782,000.00	1448.15
TOTAL EXP. BEFORE DEP/AMC		551,326.12	68465.60	134,383.48	2986.30	1,800,286.16	14024.46	1,630,400.00	3019.28
P & L BEFORE DEP. / AMORT.		(\$550,520.86)	(68365.60)	(\$129,883.48)	(2886.30)	(\$1,787,449.40)	13924.46	(\$1,576,400.00)	(2919.26)
DEPRECIATION & AMORT.									
8801	Depreciation - Tax	\$1,090.40	135.41	\$1,083.37	24.08	\$3,382.03	26.35	\$13,000.00	24.07
8997	Amort.-Deferred Finance Cost	2,126.54	264.08	833.37	18.52	21,034.50	163.86	10,000.00	18.52

Date: 2/8/2006

Tampa Bay 1 LLC
Income Statement With Budget Comparison
For 1/1/2005 To 12/31/2005

Page: 3

ACCT NUM		CURRENT PERIOD	% INCOME	CURRENT BUDGET	% INCOME	ACTUAL YTD	% INCOME	BUDGET YTD	% INCOME
	TOTAL DEPREC. & AMORT.	\$3,216.94	399.49	\$1,916.74	42.59	\$24,416.53	190.21	\$23,000.00	42.59
	INCOME/FRANCHISE TAX								
9700	State Corp. Taxes	\$0.00	0.00	\$0.00	0.00	\$50.00 <i>PA</i>	0.39	\$0.00	0.00
9705	Local Corp. Taxes	0.00	0.00	0.00	0.00	381.74 <i>PA</i>	2.97	0.00	0.00
	TOTAL INCOME TAXES	\$0.00	0.00	\$0.00	0.00	\$431.74	3.36	\$0.00	0.00
	SUSPENSE								
	TOTAL EXPENSES	(\$554,543.06)	68865.10	(\$136,300.22)	(3028.89)	(\$1,825,134.43)	14218.03	(\$1,653,400.00)	(3061.85)
	NET PROFIT/(LOSS)	(\$553,737.80)	68765.10	(\$131,800.22)	(2928.89)	(\$1,812,297.67)	14118.03	(\$1,599,400.00)	(2961.85)

Form **1065**Department of the Treasury
Internal Revenue Service**U.S. Return of Partnership Income**
For calendar year 2005, or tax year beginning _____, 2005, and
ending _____, 20 _____.
▶ See separate instructions.

OMB No. 1545-0049

2005**A** Principal business activity**REAL ESTATE****B** Principal product or service**RENTAL****C** Business code number

531120

Use the
IRS
label.
Other-
wise,
print
or type.TAMPA BAY 1 LLC
C/O BROMLEY COMPANIES 120 5TH AVE 11FL
NEW YORK, NY 10011**D** Employer identification
number

59-3591504

E Date business started

8/01/1999

F Total assets (see instrs)

\$ 19,971,159.

G Check applicable boxes: (1) ☐ Initial return (2) ☐ Final return (3) ☐ Name change (4) ☐ Address change (5) ☐ Amended return**H** Check accounting method: (1) ☐ Cash (2) ☒ Accrual (3) ☐ Other (specify) ▶**I** Number of Schedules K-1. Attach one for each person who was a partner at any time during the tax year ▶ **4****Caution:** Include only trade or business income and expenses on lines 1a through 22 below. See the instructions for more information.

INCOME	1a Gross receipts or sales	1a	
	b Less returns and allowances	1b	1c
	2 Cost of goods sold (Schedule A, line 8)		2
	3 Gross profit. Subtract line 2 from line 1c		3
	4 Ordinary income (loss) from other partnerships, estates, and trusts (attach statement)		4
	5 Net farm profit (loss) (attach Schedule F (Form 1040))		5
	6 Net gain (loss) from Form 4797, Part II, line 17 (attach Form 4797)		6
	7 Other income (loss) (attach statement)		7
8 Total income (loss). Combine lines 3 through 7		8	
SEE INSTRUCTIONS FOR LIMITATIONS	9 Salaries and wages (other than to partners) (less employment credits)		9
	10 Guaranteed payments to partners		10
	11 Repairs and maintenance		11
	12 Bad debts		12
	13 Rent		13
	14 Taxes and licenses		14
	15 Interest		15
	16a Depreciation (if required, attach Form 4562)	16a	
	b Less depreciation reported on Schedule A and elsewhere on return	16b	16c
	17 Depletion (Do not deduct oil and gas depletion.)		17
	18 Retirement plans, etc		18
	19 Employee benefit programs		19
	20 Other deductions (attach statement)		20
21 Total deductions. Add the amounts shown in the far right column for lines 9 through 20		21	
22 Ordinary business income (loss). Subtract line 21 from line 8		22	

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than general partner or limited liability company member) is based on all information of which preparer has any knowledge.

Signature of general partner or limited liability company manager

Date

May the IRS discuss this return with the preparer shown below (see instrs)?

☐ Yes ☐ No**Paid Preparer's Use Only**Preparer's signature **Self-Prepared**

Date

Check if self-employed ☐

Preparer's SSN or PTIN

Firm's name (or yours if self-employed), address, and ZIP code

EIN

Phone no

Form 1065 (2005) TAMPA BAY 1 LLC 59-3591504

Page 2

Schedule A Cost of Goods Sold (see the instructions)

1	Inventory at beginning of year	1
2	Purchases less cost of items withdrawn for personal use	2
3	Cost of labor	3
4	Additional section 263A costs (attach statement)	4
5	Other costs (attach statement)	5
6	Total. Add lines 1 through 5	6
7	Inventory at end of year	7
8	Cost of goods sold. Subtract line 7 from line 6. Enter here and on page 1, line 2	8

9a Check all methods used for valuing closing inventory:

- (i) ☐ Cost as described in Regulations section 1.471-3
 (ii) ☐ Lower of cost or market as described in Regulations section 1.471-4
 (iii) ☐ Other (specify method used and attach explanation)

b Check this box if there was a writedown of 'subnormal' goods as described in Regulations section 1.471-2(c)

c Check this box if the LIFO inventory method was adopted this tax year for any goods. (if checked, attach Form 970)

d Do the rules of section 263A (for property produced or acquired for resale) apply to the partnership?

e Was there any change in determining quantities, cost, or valuations between opening and closing inventory?

If 'Yes', attach explanation

Yes	No
Yes	No

Schedule B Other Information

	Yes	No
1 What type of entity is filing this return? Check the applicable box:		
a <input type="checkbox"/> Domestic general partnership		
b <input type="checkbox"/> Domestic limited partnership		
c <input checked="" type="checkbox"/> Domestic limited liability company		
d <input type="checkbox"/> Domestic limited liability partnership		
e <input type="checkbox"/> Foreign partnership		
f <input type="checkbox"/> Other		
2 Are any partners in this partnership also partnerships?	X	
3 During the partnership's tax year, did the partnership own any interest in another partnership or in any foreign entity that was disregarded as an entity separate from its owner under Regulations sections 301.7701-2 and 301.7701-3? If yes, see instructions for required attachment		X
4 Did the partnership file Form 8893, Election of Partnership Level Tax Treatment, or an election statement under section 6231(a)(1)(B)(ii) for partnership-level tax treatment, that is in effect for this tax year? See Form 8893 for more details		X
5 Does this partnership meet all three of the following requirements:		
a The partnership's total receipts for the tax year were less than \$50,000;		
b The partnership's total assets at the end of the tax year were less than \$600,000; and		
c Schedules K-1 are filed with the return and furnished to the partners on or before the due date (including extensions) for the partnership return.		
If 'Yes,' the partnership is not required to complete Schedules L, M-1, and M-2; Item F on page 1 of Form 1065; or Item N on Schedule K-1		X
6 Does this partnership have any foreign partners? If 'Yes,' the partnership may have to file Forms 8804, 8805 and 8813. See the instructions		X
7 Is this partnership a publicly traded partnership as defined in section 469(k)(2)?		X
8 Has this partnership filed, or is it required to file, a return under section 6111 to provide information on any reportable transaction?		X
9 At any time during calendar year 2005, did the partnership have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country.		X
10 During the tax year, did the partnership receive a distribution from, or was it the grantor of, or transferor to, a foreign trust? If 'Yes,' the partnership may have to file Form 3520. See the instructions		X
11 Was there a distribution of property or a transfer (for example, by sale or death) of a partnership interest during the tax year? If 'Yes,' you may elect to adjust the basis of the partnership's assets under section 754 by attaching the statement described under Elections Made By the Partnership in the instructions		X
12 Enter the number of Forms 8865, Return of U.S. Persons With Respect to Certain Foreign Partnerships, attached to this return		0

Designation of Tax Matters Partner (see the instructions)

Enter below the general partner designated as the tax matters partner (TMP) for the tax year of this return:

Name of designated TMP Identifying number of TMP

Address of designated TMP

Form 1065 (2005)

PTA0112L 12/28/05

2

Form 1065 (2005)

TAMPA BAY 1 LLC 59-3591504

Page 3

Schedule K Partners' Distributive Share Items

Total amount

Income (Loss)	1 Ordinary business income (loss) (page 1, line 22)	1	
	2 Net rental real estate income (loss) (attach Form 8825)	2	-1,764,181.
	3a Other gross rental income (loss)	3a	
	b Expenses from other rental activities (attach stmt)	3b	
	c Other net rental income (loss). Subtract line 3b from line 3a	3c	
	4 Guaranteed payments	4	
	5 Interest income	5	
	6 Dividends: a Ordinary dividends	6a	
	b Qualified dividends	6b	
	7 Royalties	7	
	8 Net short-term capital gain (loss) (attach Schedule D (Form 1065))	8	
Income (Loss)	9a Net long-term capital gain (loss) (attach Schedule D (Form 1065))	9a	
	b Collectibles (28%) gain (loss)	9b	
	c Unrecaptured section 1250 gain (attach statement)	9c	
10 Net section 1231 gain (loss) (attach Form 4797)	10		
11 Other income (loss) (see instructions) Type ▶	11		
Deductions	12 Section 179 deduction (attach Form 4562)	12	
	13a Contributions See Statement 1	13a	47,748.
	b Investment interest expense	13b	
	c Section 59(e)(2) expenditures: (1) Type ▶ (2) Amount ▶	13c (2)	
	d Other deductions (see instructions) Type ▶	13d	
Self-Employment	14a Net earnings (loss) from self-employment	14a	
	b Gross farming or fishing income	14b	
	c Gross nonfarm income	14c	
Credits & Credit Recapture	15a Low-income housing credit (section 42(j)(5))	15a	
	b Low-income housing credit (other)	15b	
	c Qualified rehabilitation expenditures (rental real estate) (attach Form 3468)	15c	
	d Other rental real estate credits (see instructions) Type ▶	15d	
	e Other rental credits (see instructions) Type ▶	15e	
	f Other credits and credit recapture (see instructions) Type ▶	15f	
Foreign Transactions	16a Name of country or U.S. possession	16a	
	b Gross income from all sources	16b	
	c Gross income sourced at partner level	16c	
	Foreign gross income sourced at partnership level		
	d Passive ▶ e Listed categories (attach statement) ▶ f General limitation ▶	16f	
	Deductions allocated and apportioned at partner level		
	g Interest expense ▶ h Other ▶	16h	
	Deductions allocated and apportioned at partnership level to foreign source income		
	i Passive ▶ j Listed categories (attach statement) ▶ k General limitation ▶	16k	
	l Total foreign taxes (check one): Paid <input type="checkbox"/> Accrued <input type="checkbox"/>	16l	
	m Reduction in taxes available for credit (attach statement)	16m	
n Other foreign tax information (attach statement)			
Alternative Minimum Tax (AMT) Items	17a Post-1986 depreciation adjustment	17a	-182.
	b Adjusted gain or loss	17b	
	c Depletion (other than oil and gas)	17c	
	d Oil, gas, and geothermal properties – gross income	17d	
	e Oil, gas, and geothermal properties – deductions	17e	
	f Other AMT items (attach stmt)	17f	
Other Information	18a Tax-exempt interest income	18a	
	b Other tax-exempt income	18b	
	c Nondeductible expenses	18c	
	19a Distributions of cash and marketable securities	19a	
	b Distributions of other property	19b	
	20a Investment income	20a	
b Investment expenses	20b		
c Other items and amounts (attach stmt)			

BAA

Form 1065 (2005)

Analysis of Net Income (Loss)

1 Net income (loss). Combine Schedule K, lines 1 through 11. From the result, subtract the sum of Schedule K, lines 12 through 13d, and 16i.						1	-1,811,929.
2 Analysis by partner type:	(i) Corporate	(ii) Individual (active)	(iii) Individual (passive)	(iv) Partnership	(v) Exempt organization	(vi) Nominee/Other	
a General partners							
b Limited partners		-1,463,133.	-348,796.				

Note: Schedules L, M-1 and M-2 are not required if Question 5 of Schedule B is answered 'Yes.'

Schedule L Balance Sheets per Books		Beginning of tax year		End of tax year	
Assets		(a)	(b)	(c)	(d)
1 Cash			13,311.		3,578.
2a Trade notes and accounts receivable		58,768.			
b Less allowance for bad debts			58,768.		
3 Inventories					
4 U.S. government obligations					
5 Tax-exempt securities					
6 Other current assets (attach stmt)	See St. 2		41,306.		32,438.
7 Mortgage and real estate loans					
8 Other investments (attach stmt)					
9a Buildings and other depreciable assets		17,033.		17,033.	
b Less accumulated depreciation		8,935.	8,098.	12,317.	4,716.
10a Depletable assets					
b Less accumulated depletion					
11 Land (net of any amortization)			9,979,847.		9,979,847.
12a Intangible assets (amortizable only)		50,855.		51,387.	
b Less accumulated amortization			50,855.		51,387.
13 Other assets (attach stmt)	See St. 3		9,709,602.		9,899,193.
14 Total assets			19,861,787.		19,971,159.
Liabilities and Capital					
15 Accounts payable			109,147.		56,789.
16 Mortgages, notes, bonds payable in less than 1 year			4,946,542.		4,960,205.
17 Other current liabilities (attach stmt)	See St. 4		18,300,222.		20,260,587.
18 All nonrecourse loans					
19 Mortgages, notes, bonds payable in 1 year or more					
20 Other liabilities (attach stmt)					
21 Partners' capital accounts			-3,494,124.		-5,306,422.
22 Total liabilities and capital			19,861,787.		19,971,159.

Schedule M-1 Reconciliation of Income (Loss) per Books With Income (Loss) per Return

1 Net income (loss) per books	-1,812,298.	6 Income recorded on books this year not included on Schedule K, lines 1 through 11 (itemize):	
2 Income included on Schedule K, lines 1, 2, 3c, 5, 6a, 7, 8, 9a, 10, and 11, not recorded on books this year (itemize):		a Tax-exempt interest \$	
3 Guaranteed prmts (other than health insurance)		7 Deductions included on Schedule K, lines 1 through 13d, and 16i, not charged against book income this year (itemize):	
4 Expenses recorded on books this year not included on Schedule K, lines 1 through 13d, and 16i (itemize):		a Depreciation \$	
a Depreciation \$ 369.		8 Add lines 6 and 7	
b Travel and entertainment \$		9 Income (loss) (Analysis of Net Income (Loss), line 1). Subtract line 8 from line 5.	-1,811,929.
5 Add lines 1 through 4	-1,811,929.		

Schedule M-2 Analysis of Partners' Capital Accounts

1 Balance at beginning of year	-3,494,124.	6 Distributions: a Cash	
2 Capital contributed: a Cash		b Property	
b Property		7 Other decreases (itemize):	
3 Net income (loss) per books	-1,812,298.	8 Add lines 6 and 7	
4 Other increases (itemize):		9 Balance at end of year. Subtract line 8 from line 5.	-5,306,422.
5 Add lines 1 through 4	-5,306,422.		

Form **8825****Rental Real Estate Income and Expenses of a Partnership or an S Corporation**

OMB No. 1545-0046

2005Department of the Treasury
Internal Revenue Service▶ See instructions.
▶ Attach to Form 1065, Form 1065-B, or Form 1120S.Name **TAMPA BAY 1 LLC** Employer identification number **59-3591504****1** Show the kind and location of each property. See page 2 to list additional properties.**A** **TAMPA LAND AND BUILDING**
TAMPA, FL**B** -----**C** -----**D** -----

Rental Real Estate Income		Properties			
		A	B	C	D
2 Gross rents	2	12,837.			
Rental Real Estate Expenses					
3 Advertising	3	129,291.			
4 Auto and travel	4				
5 Cleaning and maintenance	5				
6 Commissions	6				
7 Insurance	7	14,078.			
8 Legal and other professional fees	8	92,867.			
9 Interest	9	970,260.			
10 Repairs	10	3,322.			
11 Taxes	11	119,133.			
12 Utilities	12	72.			
13 Wages and salaries	13	299,859.			
14 Depreciation (see instructions)	14	3,014.			
15 Other (list) ▶ See Statement 5	15	144,970.			
16 Total expenses for each property. Add lines 3 through 15	16	1,777,018.			
17 Total gross rents. Add gross rents from line 2, columns A through H	17			12,837.	
18 Total expenses. Add total expenses from line 16, columns A through H	18			-1,777,018.	
19 Net gain (loss) from Form 4797, Part II, line 17, from the disposition of property from rental real estate activities	19				
20a Net income (loss) from rental real estate activities from partnerships, estates, and trusts in which this partnership or S corporation is a partner or beneficiary (from Schedule K-1)	20a				
b Identify below the partnerships, estates, or trusts from which net income (loss) is shown on line 20a. Attach a schedule if more space is needed:					
(1) Name		(2) Employer identification number			
-----		-----			
-----		-----			
-----		-----			
21 Net rental real estate income (loss). Combine lines 17 through 20a. Enter the result here and on:	21			-1,764,181.	
<ul style="list-style-type: none"> Form 1065 or 1120S: Schedule K, line 2, or Form 1065-B: Part I, line 4 					

BAA For Paperwork Reduction Act Notice, see the separate instructions.Form **8825** (2005)

651105

Schedule K-1
(Form 1065)

2005

Department of the Treasury
Internal Revenue ServiceFor calendar year 2005, or tax
year beginning _____, 2005
ending _____☐ Final K-1☐ Amended K-1

OMB No. 1545-0049

Partner's Share of Income, Deductions,
Credits, etc.

▶ See separate instructions.

Part I Information About the Partnership**A** Partnership's employer identification number
59-3591504**B** Partnership's name, address, city, state, and ZIP codeTAMPA BAY 1 LLC
C/O BROMLEY COMPANIES 120 5TH AVE 11FL
NEW YORK, NY 10011**C** IRS Center where partnership filed return
Ogden, UT**D** ☐ Check if this is a publicly traded partnership (PTP)**E** ☐ Tax shelter registration number, if any**F** ☐ Check if Form 8271 is attached**Part II** Information About the Partner**G** Partner's identifying number
080-34-2883**H** Partner's name, address, city, state, and ZIP codeWILLIAM L. HAINES
1120 FIFTH AVENUE
NEW YORK, NY 10128**I** ☒ General partner or LLC
member-manager☐ Limited partner or other
LLC member**J** ☒ Domestic partner☐ Foreign partner**K** What type of entity is this partner? Individual**L** Partner's share of profit, loss, and capital:

	Beginning	Ending
Profit	80.75 %	80.75 %
Loss	80.75 %	80.75 %
Capital	80.75 %	80.75 %

M Partner's share of liabilities at year end:

Nonrecourse	\$
Qualified nonrecourse financing	\$
Recurse	\$ 20,928,232.

N Partner's capital account analysis:

Beginning capital account	\$ -2,365,197.
Capital contributed during the year	\$
Current year increase (decrease)	\$ -1,463,431.
Withdrawals and distributions	\$
Ending capital account	\$ -3,828,628.

☐ Tax basis ☒ GAAP ☐ Section 704(b) book
☐ Other (explain)
Part IIIPartner's Share of Current Year Income,
Deductions, Credits, and Other Items

1	Ordinary business income (loss)	15	Credits & credit recapture
2	Net rental real estate income (loss)		
*	-1,424,576.		
3	Other net rental income (loss)	16	Foreign transactions
4	Guaranteed payments		
5	Interest income		
6a	Ordinary dividends		
6b	Qualified dividends		
7	Royalties		
8	Net short-term capital gain (loss)		
9a	Net long-term capital gain (loss)	17	Alternative minimum tax (AMT) items
		A	-147.
9b	Collectibles (28%) gain (loss)		
9c	Unrecaptured section 1250 gain		
10	Net section 1231 gain (loss)	18	Tax-exempt income and nondeductible expenses
11	Other income (loss)		
12	Section 179 deduction		
13	Other deductions		
A	38,557.	20	Other information
14	Self-employment earnings (loss)		

*See attached statement for additional information.

FOR IRS USE ONLY

TAMPA BAY 1 LLC 59-3591504

Schedule R-1 (Form 1065) 2005

Supplemental Information

Page 2

Box 2**Rental Real Estate Activities**

<u>Property Description</u>	<u>Gross Income</u>	<u>Net Expenses</u>	<u>Net Income</u>	<u>Passive Nonpass</u>	<u>Sec. 1231 Total</u>
TAMPA LAND AND BUILDING	10,366.	1,434,942.	\$ -1424576.	Passive	
		Total	\$ -1424576.		

DO NOT FILE

Partner 1: WILLIAM L. HAINES 080-34-2883

SPSL1201L 07/31/03

7

651105

Schedule K-1
(Form 1065)

2005

Department of the Treasury
Internal Revenue ServiceFor calendar year 2005, or tax
year beginning _____, 2005
ending _____☐ Final K-1☐ Amended K-1

OMB No. 1545-0049

Partner's Share of Income, Deductions,
Credits, etc.

▶ See separate instructions.

Part I Information About the Partnership**A** Partnership's employer identification number
59-3591504**B** Partnership's name, address, city, state, and ZIP codeTAMPA BAY 1 LLC
C/O BROMLEY COMPANIES 120 5TH AVE 11FL
NEW YORK, NY 10011**C** IRS Center where partnership filed return
Ogden, UT**D** ☐ Check if this is a publicly traded partnership (PTP)**E** ☐ Tax shelter registration number, if any**F** ☐ Check if Form 8271 is attached**Part II** Information About the Partner**G** Partner's identifying number
13-4118524**H** Partner's name, address, city, state, and ZIP codeTHE HAINES ORGANIZATION LLC
120 FIFTH AVENUE 11TH FLOOR
NEW YORK, NY 10011**I** ☐ General partner or LLC
member-manager☒ Limited partner or other
LLC member**J** ☒ Domestic partner☐ Foreign partner**K** What type of entity is this partner? Individual**L** Partner's share of profit, loss, and capital:

	Beginning	Ending
Profit	14.25 %	14.25 %
Loss	14.25 %	14.25 %
Capital	14.25 %	14.25 %

M Partner's share of liabilities at year end:

Nonrecourse	\$	
Qualified nonrecourse financing	\$	
Recourse	\$	2,887,134.

N Partner's capital account analysis:

Beginning capital account	\$	-835,699.
Capital contributed during the year	\$	
Current year increase (decrease)	\$	-258,253.
Withdrawals and distributions	\$	
Ending capital account	\$	-1,093,952.

☐ Tax basis ☒ GAAP ☐ Section 704(b) book
☐ Other (explain)
Part III Partner's Share of Current Year Income,
Deductions, Credits, and Other Items

1	Ordinary business income (loss)	15	Credits & credit recapture
2	Net rental real estate income (loss)		
*	-251,396.		
3	Other net rental income (loss)	16	Foreign transactions
4	Guaranteed payments		
5	Interest income		
6a	Ordinary dividends		
6b	Qualified dividends		
7	Royalties		
8	Net short-term capital gain (loss)		
9a	Net long-term capital gain (loss)	17	Alternative minimum tax (AMT) items
		A	-26.
9b	Collectibles (28%) gain (loss)		
9c	Unrecaptured section 1250 gain		
10	Net section 1231 gain (loss)	18	Tax-exempt income and nondeductible expenses
11	Other income (loss)		
12	Section 179 deduction		
13	Other deductions		
A	6,804.	20	Other information
14	Self-employment earnings (loss)		

*See attached statement for additional information.

FOR
IRS
USE
ONLY

TAMPA BAY 1 LLC 59-3591504

Schedule K-1 (Form 1065) 2005

Supplemental Information

Page 2

Box 2**Rental Real Estate Activities**

<u>Property Description</u>	<u>Gross Income</u>	<u>Net Expenses</u>	<u>Net Income</u>	<u>Passive Nonpass</u>	<u>Sec. 1231 Total</u>
TAMPA LAND AND BUILDING	1,829.	253,225.	\$ -251,396.	Passive	
		Total	\$ -251,396.		

DO NOT FILE

Partner 2: THE HAINES ORGANIZATION LLC 13-4118524

SPSL1201L 07/31/03

651105

Schedule K-1
(Form 1065)

2005

Department of the Treasury
Internal Revenue ServiceFor calendar year 2005, or tax
year beginning _____, 2005
ending _____

Final K-1

Amended K-1

OMB No. 1545-0045

Partner's Share of Income, Deductions,
Credits, etc. * See separate instructions.**Part I** Information About the Partnership

- A** Partnership's employer identification number
59-3591504
- B** Partnership's name, address, city, state, and ZIP code
TAMPA BAY 1 LLC
C/O BROMLEY COMPANIES 120 5TH AVE 11FL
NEW YORK, NY 10011
- C** IRS Center where partnership filed return
Ogden, UT
- D** ☐ Check if this is a publicly traded partnership (PTP)
- E** ☐ Tax shelter registration number, if any
- F** ☐ Check if Form 8271 is attached

Part II Information About the Partner

- G** Partner's identifying number
083-30-9381
- H** Partner's name, address, city, state, and ZIP code
RICHARD SHARKEN
5 EAST 53 STREET
BRANT BEACH, NJ 08008
- I** ☐ General partner or LLC member-manager ☒ Limited partner or other LLC member
- J** ☒ Domestic partner ☐ Foreign partner
- K** What type of entity is this partner? Individual
- L** Partner's share of profit, loss, and capital:
- | | Beginning | Ending |
|---------|-----------|--------|
| Profit | 5 % | 5 % |
| Loss | 5 % | 5 % |
| Capital | 5 % | 5 % |
- M** Partner's share of liabilities at year end:
- | | |
|---------------------------------|---------------|
| Nonrecourse | \$ |
| Qualified nonrecourse financing | \$ |
| Recourse | \$ 1,013,029. |
- N** Partner's capital account analysis:
- | | |
|-------------------------------------|--------------|
| Beginning capital account | \$ -293,228. |
| Capital contributed during the year | \$ |
| Current year increase (decrease) | \$ -90,614. |
| Withdrawals and distributions | \$ |
| Ending capital account | \$ -383,842. |

☐ Tax basis ☒ GAAP ☐ Section 704(b) book
☐ Other (explain)

Part III Partner's Share of Current Year Income,
Deductions, Credits, and Other Items

1	Ordinary business income (loss)	15	Credits & credit recapture
2	Net rental real estate income (loss)		
*	-88,209.		
3	Other net rental income (loss)	16	Foreign transactions
4	Guaranteed payments		
5	Interest income		
6a	Ordinary dividends		
6b	Qualified dividends		
7	Royalties		
8	Net short-term capital gain (loss)		
9a	Net long-term capital gain (loss)	17	Alternative minimum tax (AMT) items
		A	-9.
9b	Collectibles (28%) gain (loss)		
9c	Unrecaptured section 1250 gain		
10	Net section 1231 gain (loss)	18	Tax-exempt income and nondeductible expenses
11	Other income (loss)		
12	Section 179 deduction		
13	Other deductions		
A	2,387.	20	Other information
14	Self-employment earnings (loss)		

*See attached statement for additional information.

FOR
IRS
USE
ONLY

TAMPA BAY 1 LLC 59-3591504

Schedule K-1 (Form 1065) 2005

Supplemental Information

Page 2

Box 2**Rental Real Estate Activities**

<u>Property Description</u>	<u>Gross Income</u>	<u>Net Expenses</u>	<u>Net Income</u>	<u>Passive Nonpass</u>	<u>Sec. 1231 Total</u>
TAMPA LAND AND BUILDING	642.	88,851.	\$ -88,209.	Passive	
		Total	\$ -88,209.		

DO NOT FILE

Partner 3: RICHARD SHARKEN 083-30-9381

SPSL1201L 07/31/03

||

2005

Federal Statements

Page 1

Client TB1

TAMPA BAY 1 LLC

59-3591504

8/30/06

02:01PM

Statement 1
Form 1065, Schedule K, Line 13a
Charitable Contributions

Cash Contributions - 50% Limitation	\$	47,748.
Total	\$	<u>47,748.</u>

Statement 2
Form 1065, Schedule L, Line 6
Other Current Assets

	<u>Beginning</u>	<u>Ending</u>
PREPAID INSURANCE	\$ 41,306.	\$ 32,438.
Total	\$ <u>41,306.</u>	\$ <u>32,438.</u>

Statement 3
Form 1065, Schedule L, Line 13
Other Assets

	<u>Beginning</u>	<u>Ending</u>
ADVANCE JAV AMEX A/C	0.	\$ 2,727.
DEVELOPMENT COSTS	9,654,793.	9,841,657.
NOTE RECEIVABLE	5,000.	5,000.
OTHER	49,809.	49,809.
Total	\$ <u>9,709,602.</u>	\$ <u>9,899,193.</u>

Statement 4
Form 1065, Schedule L, Line 17
Other Current Liabilities

	<u>Beginning</u>	<u>Ending</u>
CASH OVERDRAFT	\$17,773,681.	\$ 19,868,190.
OTHER LOANS	526,541.	392,397.
Total	\$ <u>18,300,222.</u>	\$ <u>20,260,587.</u>

2005

Federal Statements

Page 2

Client TB1

TAMPA BAY 1 LLC

59-3591504

8/30/06

02:01PM

Statement 5
Form 8825, Line 15
Other Expenses

Property A: TAMPA LAND AND BUILDING - TAMPA. FL
Property B: -
Property C: -
Property D: -

	<u>Property A</u>	<u>Property B</u>	<u>Property C</u>	<u>Property D</u>
Amortization.....	\$ 21,035.			
Association Dues.....	5,101.			
E COMMERCE WEB SITE.....	7,758.			
HEALTH & WELFARE.....	18,694.			
Licenses and Permits.....	660.			
MEALS.....	12,626.			
MISCELLANEOUS.....	16,321.			
NETWORK MAINT.....	152.			
OFFICE EXPENSES.....	10,601.			
Telephone.....	9,754.			
TEMPORARY HELP.....	706.			
TRAVEL & LODGING.....	41,562.			
Total	\$ <u>144,970.</u>			

DO NOT FILE

EXHIBIT C

INSTR # 2003330755

O BK 12966 PG 0730

RECORDED 08/12/2003 12:34:52 PM
RICHARD AKE CLERK OF COURT
HILLSBOROUGH COUNTY
DEPUTY CLERK P Howell

PREPARED BY, RECORDING
REQUESTED BY AND WHEN
RECORDED RETURN TO:

LexisNexis Document Solutions
P.O. Box 2969
Springfield, IL 62708

R1795393-2
Loan No. 752121

AMENDMENT

TO

RENEWED, RESTATED AND AMENDED MORTGAGE AND SECURITY AGREEMENT
AND RENEWAL AND FUTURE ADVANCE SECURED PROMISSORY NOTE

THIS AMENDMENT TO RENEWED, RESTATED AND AMENDED MORTGAGE AND SECURITY AGREEMENT AND RENEWAL AND FUTURE ADVANCE SECURED PROMISSORY NOTE (the "Amendment"), made as of the 28th day of July, 2003, by and between BROMLEY TAMPA INVESTORS, LTD, a Florida limited partnership, having its principal place of business and post office address at 3725 Grace Street, Tampa, Florida (the "Borrower") and DES MOINES COMMERCIAL MORTGAGE PORTFOLIO, LLC, a Delaware limited liability company, having its principal place of business and post office address c/o Principal Real Estate Investors, LLC, at 801 Grand Avenue, Des Moines, Iowa 50392-1450 ("Lender").

WITNESSETH:

WHEREAS, Borrower executed and delivered that certain Renewal and Future Advance Secured Promissory Note (the "Note") dated January 14, 1999 in the original principal amount of \$ _____, payable to the order of Lender; and

WHEREAS, in order to secure payment of the Note, Borrower executed and delivered that certain Renewed, Restated and Amended Mortgage and Security Agreement dated January 14, 1999 and recorded in Book 9469, page 489 among the land records of Hillsborough County, Florida (the "Mortgage") as partially released by document recorded in Book 9469, page 540, and further partially released by that document recorded in Book 11468, page 275 encumbering the property more particularly described in Exhibit A attached hereto and incorporated herein (the "Premises"); and

WHEREAS, Lender and Borrower are entering into this Amendment to amend the Note and "Mortgage" to (i) reduce the original interest rate by _____ basis points, (ii) incorporate certain provisions converting the Note to a "registered obligation" as set forth in Section 871(h) of the

-2-

United States Internal Revenue Code, as amended, and (iii) designating Principal Real Estate Investors, LLC as the registrar for purposes of maintaining the register of all transfers of the Note.

NOW, THEREFORE, in consideration of the promises, mutual covenants and agreements of the parties and for other good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, the parties agree, from and after the date hereof, the Note shall be a registered note and no transfer of any portion of the Note shall be effective unless and until such transfer is recorded on the register. Accordingly, the Note and "Mortgage" are amended as follows:

1. The Note is hereby amended by inserting the following paragraph as the final paragraph on page 7:

14. THIS NOTE IS A REGISTERED OBLIGATION AS SET FORTH IN SECTION 871(h) OF THE UNITED STATES INTERNAL REVENUE CODE, AS AMENDED AND, AS PROVIDED IN THE MORTGAGE, IT MAY BE TRANSFERRED IN WHOLE OR IN PART ONLY AS STRICTLY SET FORTH IN THE MORTGAGE.
2. The Note and Mortgage are amended by reducing the interest rate to _____ effective August 15, 2003. Beginning on September 15, 2003 monthly installments of principal and interest shall be due and payable in installments of _____ Dollars _____), with an installment in a like amount due and payable on the same day of each month thereafter until such principal and interest are paid in full, except that all remaining principal, interest to and including the date of payment and other Indebtedness shall be due and payable on the Maturity Date, as set forth in the Note.
3. The Mortgage is hereby amended by inserting the following as paragraph 42:

The Note shall be a "registered obligation" as set forth in Section 871(h) of the United States Internal Revenue Code, as amended, and no transfer of all or any portion of the Note shall be effective unless and until such transfer is recorded on the register. Borrower hereby grants to Principal Real Estate Investors, LLC, a Delaware limited liability company, and its successors and assigns (collectively, "PREI"), an irrevocable, durable power of attorney, coupled with an interest, to act as exclusive registrar and agent for the sole purpose of registering and determining ownership of interests in the Note and all sales and transfers of all or a portion of interests in such Note. PREI shall keep at its principal executive office a register for the registration and transfers of the Note. The name and address of each holder of the Note, each transfer thereof (in whole or in part) and the name and address of each transferee of the Note then shall be registered in such register. Prior to due presentment for registration of transfer, the person or entity in whose name the Note shall be registered shall be deemed and treated as the owner and holder of the Note for all

-3-

purposes hereof, and the Borrower and PREI shall not be affected by any notice or knowledge to the contrary. The function of PREI is ministerial only and PREI shall have no fiduciary duties to Borrower or Lender with respect to this process.

Upon PREI being satisfied in its sole discretion that a transfer of all or any portion of the Note has occurred (and in that regard, PREI may require whatever evidence of a proposed transfer it deems appropriate in its reasonable discretion), then PREI shall (a) record such transfer in the register; and (b) notify Borrower of such transfer. Any such transfer shall be at the sole cost and expense of the holder of the Note.

PREI may, for any reason, upon thirty (30) days' prior written notice to Borrower and the holder of record, resign as registrar; in which event Lender may appoint a successor registrar.

Lender and all holders of record hereby agree to indemnify and hold harmless PREI in its capacity as registrar hereunder from any and all actions, claims, demands, obligations and liabilities including, but not limited to, for reasonable attorneys' fees and costs.

Lender, PREI and all holders of record hereby agree to indemnify and hold harmless Borrower from any and all actions, claims, demands, obligations and liabilities including, but not limited to, reasonable attorneys' fees and costs arising out of or incurred in connection with any omissions of PREI in its capacity as register hereunder.

4. (a) Except as expressly set forth herein, the terms and conditions of the Loan Documents are ratified and confirmed, shall remain in full force and effect and Borrower acknowledges and agrees that the same secure all of Borrower's liabilities to Lender under the Note as amended.
 - (b) This Amendment shall be deemed, to the extent inconsistent therewith, a modification of the Loan Documents and not a novation thereof and shall in no way adversely affect or impair the lien priority of the Loan Documents. In the event this Amendment, or any portion hereof, shall be construed or shall operate to affect the lien priority of the Loan Documents, then, to the extent it creates a charge upon the Premises in excess of that contemplated and permitted thereby, and to the extent third parties acquiring an interest in the Premises between the time of recording of the Loan Documents and the recording of this Amendment are prejudiced hereby, if any, this Amendment shall be void and of no force and effect; provided, however, that notwithstanding the foregoing, the parties hereto, as between themselves, shall be bound by all the terms and conditions hereof until all indebtedness evidenced by the Note, as amended, shall have been paid.
5. Capitalized terms used in this Amendment have the same meaning as in the "Mortgage".

(Signatures on following page)

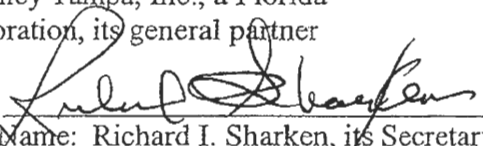
-4-

IN WITNESS WHEREOF, Borrower and Lender have caused this instrument to be executed the day and year herein first written.

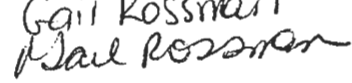
BORROWER:

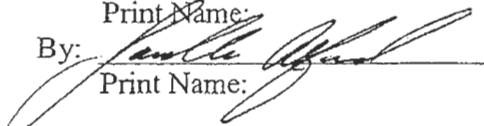
BROMLEY TAMPA INVESTORS, LTD, a Florida limited partnership

By: Bromley Tampa, Inc., a Florida corporation, its general partner

By: 
Name: Richard I. Sharken, its Secretary, Vice President and Director

WITNESS:

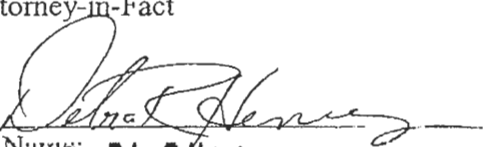
By: Gail Rossman
By: 

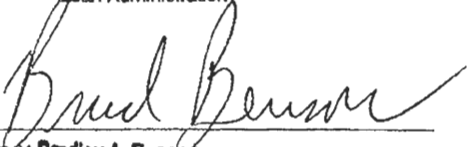
By: JANELLE ALFRED
Print Name:
By: 
Print Name:

LENDER:

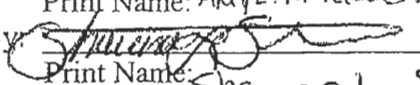
DES MOINES COMMERCIAL MORTGAGE PORTFOLIO, LLC, a Delaware limited liability company

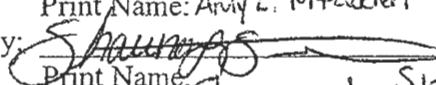
By: PRINCIPAL REAL ESTATE INVESTORS, LLC, a Delaware limited liability company, as Attorney-in-Fact

By: 
Name: Debra R. Henry
Title: Manager
Loan Administration

By: 
Name: Bradley A. Benson
Title: Investment Director - Mortgages

WITNESS:

By: Amy L. McFadden
Print Name: Amy L. McFadden
By: 
Print Name: Shawnal L. Stevens

By: Amy L. McFadden
Print Name: Amy L. McFadden
By: 
Print Name: Shawnal L. Stevens

-5-

ADDRESSES:

Brad Benson
c/o Principal Real Estate Investors LLC
801 Grand Ave
Des Moines, IA 50392

Debra Henry
c/o Principal Real Estate Investors LLC
801 Grand Ave
Des Moines, IA 50392

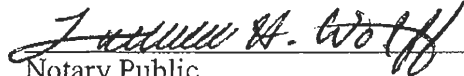
Richard I Sharken
c/o The Bromley Companies
120 5th Ave
11th Floor
New York NY 10011-5600

-6-

STATE OF NEW YORK)

COUNTY OF NEW YORK)

On the 28 day of July, in the year 2003, before me, the undersigned, a Notary Public in and for said State, personally appeared Richard I Sharken, Secretary, Vice President and Director of Bromley Tampa Investors, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual, or the entity upon behalf of whom the individual acted, executed the instrument, and that such individual made such appearance before the undersigned in Richmond County, New York.



Notary Public

My Commission Expires:


[SEAL]

LAWRENCE H. WOLFF
Notary Public, State of New York
No. 01WO6070603
Qualified in Nassau County
Commission Expires March 4, 2006

-7-

STATE OF IOWA)
)
COUNTY OF POLK)

On this 21st day of July, 2003, before me, the undersigned, a Notary Public in and for the said State, personally appeared Debra R. Henery and Bradley A Benson, to me personally known to be the identical persons whose names are subscribed to the foregoing instrument, who being by me duly sworn, did say that they are the Manager and Investment Director, respectively, of PRINCIPAL REAL ESTATE INVESTORS, LLC, a Delaware limited liability company, as attorney-in-fact for DES MOINES COMMERCIAL MORTGAGE PORTFOLIO, LLC, a Delaware limited liability company, and that the seal affixed to the instrument is the seal of Principal Real Estate Investors, LLC; that the instrument was signed and sealed on behalf of the company by Principal Real Estate Investors, LLC, as attorney-in-fact of Des Moines Commercial Mortgage Portfolio, LLC, by authority of the members of Des Moines Commercial Mortgage Portfolio, LLC; and that the aforesaid individuals each acknowledged the execution of the foregoing instrument to be the voluntary act and deed of Principal Real Estate Investors, LLC, as authorized signatories of said company, by it and by them voluntarily executed.


Notary Public in and for said State

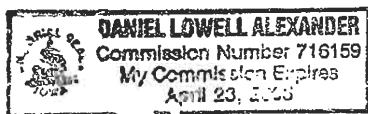


EXHIBIT A
LOAN NO. 752121

PARCEL A1:

LOTS 13 THROUGH 16, INCLUSIVE, BLOCK 4, PALERMO SUBDIVISION, ACCORDING TO THE MAP OR PLAT THEREOF, RECORDED IN PLAT BOOK 4, PAGE 62 OF THE PUBLIC RECORDS, OF HILLSBOROUGH COUNTY, FLORIDA, TOGETHER WITH THE NORTH HALF OF VACATED NASSAU STREET (A/K/A CRISPI STREET PER PLAT) AS SET FORTH IN THAT CERTAIN ORDINANCE RECORDED IN OFFICIAL RECORD BOOK 2697, PAGE 20, ORDINANCE NO. 5659-A. ALSO AND INCLUDING THAT PORTION OF THAT CERTAIN ALLEY IN SAID BLOCK 4, VACATED BY CITY ORDINANCE NO. 2265-A, LYING SOUTHERLY OF THE SOUTHERLY RIGHT-OF-WAY, INTERSTATE 75 (S. R. 400) AS DESCRIBED IN OFFICIAL RECORDS BOOK 705, PAGES 446 AND 447, OF THE PUBLIC RECORDS OF HILLSBOROUGH COUNTY, FLORIDA; SAID PART BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS, TO WIT:

BEGIN AT THE SOUTHEAST CORNER OF LOT 16 IN BLOCK 4 OF SAID PALERMO SUBDIVISION, RUN THENCE NORTH 00 DEGREES 37' 41" EAST ALONG THE EASTERLY BOUNDARY OF SAID LOT 16 AND THE NORTHERLY EXTENSION THEREOF, FOR A DISTANCE OF 105.00 FEET TO AN IRON PIPE; THENCE NORTH 89 DEGREES 16' 44" WEST FOR A DISTANCE OF 7.83 FEET TO AN IRON PIPE LYING ON A CURVE CONCAVE TO THE NORTHWESTERLY AND HAVING A RADIUS OF 460.00 FEET; THENCE SOUTHWESTERLY 54.40 FEET ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF 06 DEGREES 46' 31" TO THE END OF SAID CURVE; THEN SOUTH 63 DEGREES 33' 16" WEST FOR A DISTANCE OF 169.44 FEET TO THE SOUTHWEST CORNER OF LOT 13, BLOCK 4 AFOREMENTIONED; THENCE SOUTH 89 DEGREES 16' 44" EAST ALONG THE SOUTHERLY BOUNDARY OF LOTS 13 THROUGH 16 FOR A DISTANCE OF 205.56 FEET TO THE SOUTHEAST CORNER OF LOT 16 AND THE POINT OF BEGINNING.

PARCEL A2:

LOTS 1, 2, 3, 14, 15 AND 16, INCLUSIVE, TOGETHER WITH THE EAST 41.9 FEET OF LOTS 4 AND 13, BLOCK 9, PALERMO SUBDIVISION, ACCORDING TO THE MAP OR PLAT THEREOF RECORDED IN PLAT BOOK 4, PAGE 62 OF THE PUBLIC RECORDS OF HILLSBOROUGH COUNTY, TOGETHER WITH THAT PORTION OF VACATED ALLEY ABUTTING THEREOF, AS SET FORTH BY THAT CERTAIN ORDINANCE RECORDED IN DEED BOOK 1916, PAGE 376, ORDINANCE NO. 1945-A, AND TOGETHER WITH THE SOUTH HALF OF VACATED NASSAU STREET (A/K/A CRISPI STREET PER PLAT), AS SET FORTH IN THAT CERTAIN ORDINANCE RECORDED IN OFFICIAL RECORDS BOOK 2697, PAGE 20, ORDINANCE NO. 5659-A ALL OF THE PUBLIC RECORDS OF HILLSBOROUGH COUNTY, FLORIDA.

-2-

PARCEL A3:

EXCLUSIVE AND PERPETUAL EASEMENT APPURTENANT TO PARCELS 1 AND 2, FOR THE SOLE PURPOSE OF PARKING AS SET FORTH IN THAT EASEMENT, DATED JANUARY 14, 1999 BY AND BETWEEN WEST CYPRESS ASSOCIATES CORPORATION, A FLORIDA CORPORATION, AND BROMLEY TAMPA INVESTORS, LTD, A FLORIDA LIMITED PARTNERSHIP, FILED FEBRUARY 8, 1999, IN THE OFFICIAL RECORD BOOK 9469, PAGE 0472 OF THE PUBLIC RECORDS OF HILLSBOROUGH COUNTY, FLORIDA, AND LOCATED ON THE FOLLOWING PROPERTY: LOTS 5, 6, 7, AND 8, BLOCK 11 AND THE NORTH 1/2 OF VACATED ALLEY ABUTTING THEREOF, PALERMO SUBDIVISION, ACCORDING TO THE MAP OR PLAT THEREOF RECORDED IN PLAT BOOK 4, PAGE 62 OF THE PUBLIC RECORDS OF HILLSBOROUGH COUNTY, FLORIDA.

LESS AND EXCEPT:

That portion of vacated MARIE AVENUE per city Ordinance No. 2001-2, as recorded in Official Records Book 10559, page 1174, of the Public Records of Hillsborough County, Florida, more particularly described as follows:

The West half of that part of Marie Avenue (Curso Principale Avenue by plat) lying West of and abutting Blocks 5 and 8 of PALERMO, according to the map or plat thereof as recorded in Plat Book 4, page 62, Public Records of Hillsborough County, Florida; lying West of a line connecting the Southwest corner of said Block 5 to the Northwest corner of said Block 8; lying East of and abutting Blocks 4 and 9 of said PALERMO; lying East of a line connecting the Southeast corner of said Block 4 to the Northeast corner of said Block 9; lying North of the North right-of-way line of Grace Street (Saint Rosalie Street by plat); and lying South of the Easterly prolongation of the centerline of the vacated alley located in Block 4 of said PALERMO.

BJ\wmh\s:bjensen\752121 exha
4/29/03